

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

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Select Energy Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

81-4561945
(I.R.S. Employer
Identification No.)

1233 W. Loop South, Suite 1400
Houston, TX 77027

(Address of principal executive offices, including zip code)

Select Energy Services, Inc.
2016 Equity Incentive Plan
(Full title of the plan)

Adam R. Law
1233 W. Loop South, Suite 1400
Houston, TX 77027
(713) 235-9500

(Name, address and telephone number of agent for service)

Copy to:

David P. Oelman
Vinson & Elkins L.L.P.
1001 Fannin Street, Suite 2500
Houston, Texas 77002
(713) 758-2222

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
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 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act").

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Class A common stock, \$0.01 par value per share	4,400,000	\$4.57	\$20,108,000.00	\$2,610.02

- This Registration Statement (as defined below) registers 4,400,000 additional shares of Class A common stock, \$0.01 par value per share (the "Common Stock"), of Select Energy Services, Inc. (the "Registrant") that may be delivered with respect to awards under the Select Energy Services, Inc. 2016 Equity Incentive Plan (as amended from time to time, the "Plan"), which shares consist of (a) 4,000,000 additional shares of Common Stock reserved and available for delivery with respect to awards under the Plan and (b) 400,000 shares of Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan.
- Pursuant to Rule 416(a) under the Securities Act, this Registration Statement shall be deemed to cover an indeterminate number of additional shares of Common Stock that may become issuable as a result of stock splits, stock dividends or similar transactions pursuant to the adjustment or anti-dilution provisions of the Plan.
- The proposed maximum offering price per share and proposed maximum aggregate offering price for the shares of Common Stock have been estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) under the Securities Act based upon the average of the high and low prices for a share of Common Stock as reported on the New York Stock Exchange on August 3, 2020 (a date within five business days prior to the date of filing this Registration Statement).

EXPLANATORY NOTE AND STATEMENT OF INCORPORATION BY REFERENCE

The Registrant is filing this Form S-8 registration statement (this “Registration Statement”) pursuant to General Instruction E of Form S-8 to register the offer and sale of an additional 4,400,000 shares of Common Stock that may be issued under the Plan. At the recommendation of the Registrant’s Board of Directors, the Registrant’s stockholders approved an amendment to the Plan at the Registrant’s 2020 annual meeting of stockholders on May 8, 2020, thereby further increasing the number of shares available for purchase under the Plan by 4,000,000 shares of Common Stock. This Registration Statement also includes 400,000 shares of Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan.

Except as otherwise set forth below, the contents of the Registrant’s registration statements on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) on each of April 28, 2017 (File No. 333-217561), which registered the offer and sale of 5,825,600 shares of Common Stock under the Plan, and November 2, 2017 (File No. 333-221282), which registered the offer and sale of 4,402,788 shares of Common Stock under the Plan, are incorporated by reference herein and made a part of this Registration Statement, as permitted by General Instruction E of Form S-8.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The exhibits to this Registration Statement are listed in the Exhibit Index to this Registration Statement, which immediately precedes such exhibits and is incorporated herein by reference.

INDEX TO EXHIBITS

Exhibit Number	Description
<u>4.1</u>	<u>Fourth Amended and Restated Certificate of Incorporation of Select Energy Services, Inc. dated as of May 10, 2019 (incorporated by reference herein to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 15, 2019).</u>
<u>4.2</u>	<u>Second Amended and Restated Bylaws of Select Energy Services, Inc. dated as of May 10, 2019 (incorporated by reference herein to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on May 15, 2019).</u>
<u>4.3</u>	<u>Select Energy Services, Inc. 2016 Equity Incentive Plan (incorporated by reference to Exhibit 4.3 to the Registrant's Form S-8 Registration Statement (File No. 333-217561) filed with the Commission on April 28, 2017).</u>
<u>4.4</u>	<u>First Amendment to the Select Energy Services, Inc. 2016 Equity Incentive Plan (incorporated by reference herein to Exhibit 4.4 to the Registrant's Form S-8 Registration Statement (File No. 333-221282) filed with the Commission on November 2, 2017).</u>
<u>4.5</u>	<u>Second Amendment to the Select Energy Services, Inc. 2016 Equity Incentive Plan (incorporated by reference herein to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 14, 2020).</u>
<u>5.1*</u>	<u>Opinion of Vinson & Elkins L.L.P.</u>
<u>23.1*</u>	<u>Consent of Grant Thornton LLP.</u>
<u>23.2*</u>	<u>Consent of Vinson & Elkins L.L.P. (included in the opinion filed as Exhibit 5.1 to this Registration Statement).</u>
<u>24.1*</u>	<u>Power of Attorney (included on the signature page of this Registration Statement).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on August 6, 2020.

Select Energy Services, Inc.

By: /s/ Holli C. Ladhani
Name: Holli C. Ladhani
Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below authorizes and appoints Adam R. Law as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any additional registration statement pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact or agent, or his substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on August 6, 2020.

<u>Signature</u>	<u>Title</u>
<u>/s/ Holli C. Ladhani</u> Holli C. Ladhani	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Nick L. Swyka</u> Nick L. Swyka	Chief Financial Officer and Senior Vice President (Principal Financial Officer)
<u>/s/ Brian P. Szymanski</u> Brian P. Szymanski	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ John D. Schmitz</u> John D. Schmitz	Chairman
<u>/s/ David C. Baldwin</u> David C. Baldwin	Director
<u>/s/ Richard A. Burnett</u> Richard A. Burnett	Director
<u>/s/ Robert V. Delaney</u> Robert V. Delaney	Director

Signature	Title
<hr/> <i>/s/ Keith O. Rattie</i> Keith O. Rattie	Director
<hr/> <i>/s/ Troy W. Thacker</i> Troy W. Thacker	Director
<hr/> <i>/s/ David A. Trice</i> David A. Trice	Director
<hr/> <i>/s/ Douglas J. Wall</i> Douglas J. Wall	Director

Vinson & Elkins

August 6, 2020

Select Energy Services, Inc.
1233 W. Loop South, Suite 1400
Houston, Texas 77027

Ladies and Gentlemen:

We have acted as counsel for Select Energy Services, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of an additional 4,400,000 shares of the Company's Class A common stock, par value \$0.01 per share (the "Shares"), pursuant to the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission on August 6, 2020, which Shares may be issued from time to time in accordance with the terms of the Select Energy Services, Inc. 2016 Equity Incentive Plan (as amended from time to time, the "Plan").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

Vinson & Elkins LLP Attorneys at Law
Austin Dallas Dubai Hong Kong Houston London New York
Richmond Riyadh San Francisco Tokyo Washington

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Houston, TX 77002-6760
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This opinion may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.
Vinson & Elkins L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 25, 2020, with respect to the consolidated financial statements and internal control over financial reporting of Select Energy Services, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2019, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in the Registration Statement.

/s/ GRANT THORNTON LLP

Dallas, Texas
August 6, 2020
