

# **NATIONAL ENERGY SERVICES REUNITED CORP.**

Reported by  
**OLAYAN FINANCING CO LTD.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/08/18 for the Period Ending 06/06/18

Address	777 POST OAK BLVD. 7TH FLOOR HOUSTON, TX, 77056
Telephone	(832) 925-3777
CIK	0001698514
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SIC Code	1389 - Oil and Gas Field Services, Not Elsewhere Classified
Industry	Holding Companies
Sector	Financials
Fiscal Year	12/31

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Olayan Saudi Holding Co</b>			<b>National Energy Services Reunited Corp.</b> <b>[ NESR ]</b>			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
<b>P.O. BOX 8772, OLAYAN CENTER,, AHSAA STREET</b>			<b>6/6/2018</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>RIYADH, T0 11492</b>						<input type="checkbox"/> Form filed by One Reporting Person		
(City)	(State)	(Zip)				<input checked="" type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares, no par value	6/6/2018		C		13340448	A	(1)	16340448	I	See Footnote (2)
Ordinary Shares, no par value	6/6/2018		A		53362 (3)	A	\$11.244	16393810	I	See Footnote (2)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
NPS Shares	(1)	6/6/2018		C		83660878		6/6/2018	(1)	Ordinary Shares	13340448	(1)	0	I	See Footnote (2)
Option (right to buy)	\$11.244	6/6/2018		A		4446816		(3)	12/17/2018	Ordinary Shares	4446816	(3)	4446816	I	See Footnote (2)
Option (right to buy)	\$11.244	6/6/2018		A		213447		(4)	(4)	Ordinary Shares	213447	(4)	213447	I	See Footnote (2)

### Explanation of Responses:

- Pursuant to the Stock Purchase Agreement entered into between Hana Investments Co. WLL ("Hana"), a majority-owned subsidiary of the Olayan Financing Company ("OFC"), the Issuer, and NPS Holdings Limited ("NPS") among others, dated November 12, 2017, Hana agreed to exchange NPS shares for 13,340,448 of the Issuer's Ordinary Shares upon the closing of the business transaction between the Issuer and NPS (the "Transaction"), subject to Hana effectuating such exchange at the closing. The NPS shares became convertible into Issuer shares upon the Issuer's shareholders' approval of the Transaction, which occurred on May 18, 2018. Hana is a nominee of the Olayan Saudi Holding Company ("OSHCO") with respect to the exchange. On June 5, 2018, the Issuer and OSHCO, through its nominee Hana, entered into a Share Purchase Exchange Agreement to effectuate the exchange on June 6, 2018, pursuant to which OSHCO acquired 13,340,448 of the Issuer's Ordinary Shares, valued at US\$11.244 per share.
- The shares and derivatives are owned by OSHCO, which is a majority-owned subsidiary of OFC. OSHCO has the right to appoint two directors of the Issuer. Each reporting person disclaims beneficial ownership of all interests reported on this Form 4 except to the extent of such reporting person's pecuniary interests.
- Pursuant to a Loan Agreement entered into between Hana, as nominee of OSHCO ("Lender"), and the Issuer, dated June 5, 2018, Lender loaned the Issuer \$50 million on June 6, 2018, and Lender has the right to elect to receive repayment of the loan in Issuer Ordinary Shares at a price per share of \$11.244. The loan is due December 17, 2018 and may be repaid at any time prior thereto by the Issuer. Lender may also elect to receive repayment of the interest on the loan in Ordinary Shares of the Issuer, but such interest amount is not yet determinable. Lender received a fee of \$600,000 for making the loan, which is to be

paid in Ordinary Shares of Issuer at a price per share of \$11.244.

- (4) Pursuant to a Relationship Agreement entered into between Hana, as nominee of OSHCO ("Stockholder"), and the Issuer, dated June 5, 2018, the Issuer will reimburse expenses certain expenses in an amount equal to \$2,400,000, and Stockholder has the right to elect to receive such reimbursement in Issuer Ordinary Shares at a price per share of \$11.244. Such amount became due and payable on June 6, 2018, subject to the election of the Stockholder as to the form of payment.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Olayan Saudi Holding Co</b> <b>P.O. BOX 8772, OLAYAN CENTER,</b> <b>AHSAA STREET</b> <b>RIYADH, T0 11492</b>	X	X		
<b>Olayan Financing Co Ltd.</b> <b>P.O. BOX 8772, OLAYAN CENTER,</b> <b>AHSAA STREET</b> <b>RIYADH, T0 11492</b>	X	X		

#### Signatures

/s/ Ibrahim M Dokhi, Deputy General Counsel, Olayan Saudi Holding Company

6/8/2018

\*\*Signature of Reporting Person

Date

/s/ Fadi Otaqui, General Counsel, Olayan Financing Company

6/8/2018

\*\*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 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).

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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