

**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

November 30, 2020
Date of Report (Date of earliest event reported)

NCS Multistage Holdings, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-38071
(Commission File Number)

46-1527455
(IRS Employer Identification Number)

19350 State Highway 249, Suite 600
Houston, Texas 77070
(Address of principal executive offices) (Zip code)

(281) 453-2222
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	NCSM	NASDAQ Global Select Market

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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

NCS Multistage Holdings, Inc. (the “Company”) filed on November 25, 2020 a Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware (the “Certificate of Amendment”) to effect a 1-for-20 reverse stock split (the “reverse stock split”) of the shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”) on December 1, 2020. The Certificate of Amendment also decreases the number of authorized shares of Common Stock from 225,000,000 to 11,250,000. No fractional shares will be issued in connection with the reverse stock split and stockholders will receive cash in lieu of fractional shares.

The Common Stock will begin trading on a reverse stock split-adjusted basis on the Nasdaq Global Select Market when the market opens on December 1, 2020. The trading symbol for the Common Stock will remain “NCSM.” The Common Stock was assigned a new CUSIP number (628877 201) following the reverse stock split.

The Company will adjust the number of shares available for future grant under its equity incentive plan and employee stock purchase plans and will also adjust the number of outstanding awards, the exercise price per share of outstanding stock options and other terms of outstanding awards issued to reflect the effects of the reverse stock split.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosures.

On November 30, 2020, the Company issued a press release announcing the anticipated completion of the reverse stock split. A copy of the Company’s press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in this Item 7.01 and the accompanying exhibit is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18. Furthermore, the information contained in this Item 7.01 and the accompanying exhibit shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Description of the Exhibit

[3.1](#) [Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of NCS Multistage Holdings, Inc.](#)
[99.1](#) [Press Release dated November 30, 2020.](#)

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.

Date: November 30, 2020

NCS Multistage Holdings, Inc.

By: /s/ Ryan Hummer
Ryan Hummer
Chief Financial Officer and Treasurer

**CERTIFICATE OF AMENDMENT
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF NCS MULTISTAGE HOLDINGS, INC.**

**(Under Sections 228 and 242 of the
Delaware General Corporation Law)**

NCS Multistage Holdings, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, as amended (the "DGCL"), does hereby certify as follows:

FIRST. The Corporation filed its Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on April 27, 2017 (as amended to date, the "Certificate of Incorporation").

SECOND. The Board of Directors of the Corporation (the "Board of Directors") adopted resolutions proposing to amend the Certificate of Incorporation, and the stockholders of the Corporation have duly approved the amendment.

THIRD. Pursuant to Sections 228 and 242 of the DGCL, this Certificate of Amendment amends Section 4.1 under Article IV of the Certificate of Incorporation and replacing such paragraph with the following two paragraphs:

4.1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 21,250,000 shares, of which (i) 11,250,000 shares shall be designated shares of common stock, par value \$0.01 per share ("Common Stock") and (ii) 10,000,000 shares shall be designated shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"), with one such share of Preferred Stock hereby designated as the "Special Voting Share." Notwithstanding anything to the contrary contained herein, the rights and preferences of the Common Stock shall at all times be subject to the rights and preferences of the Preferred Stock as may be set forth in one or more certificates of designations filed with the Secretary of State of the State of Delaware from time to time in accordance with the DGCL and this Certificate. The number of authorized shares of Preferred Stock and Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) from time to time by the affirmative vote of the holders of at least a majority of the voting power of the Corporation's then outstanding shares of stock entitled to vote thereon, voting together as a single class, irrespective of the provisions of Section 242(b) (2) of the DGCL (or any successor provision thereto), and no vote of the holders of any of the Common Stock or the Preferred Stock voting separately as a class or series shall be required therefor.

Upon the filing and effectiveness (the "Effective Time") pursuant to the DGCL of this Certificate of Amendment to the Certificate of Incorporation, each twenty (20) shares of Common Stock either issued and outstanding or held by the Corporation as treasury stock immediately prior to the Effective Time shall, automatically and without any further action by the Corporation or the holder thereof, be reclassified, combined, converted and changed into one (1) validly issued, fully paid and nonassessable share of Common Stock. No fractional shares of Common Stock will be issued in connection with the reclassification of shares of Common Stock provided herein and instead of issuing such fractional shares, stockholders who otherwise would be entitled to receive fractional share interests of Common Stock shall be entitled to receive cash, without interest, in lieu of fractional shares of Common Stock. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been reclassified and combined pursuant to this Amendment.

FOURTH. This Certificate of Amendment to the Certificate of Incorporation of the Corporation was submitted to the stockholders of the Corporation and was approved by the required vote of stockholders of the Corporation in accordance with Sections 228 and 242 of the DGCL.

FIFTH. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

SIXTH. This Certificate of Amendment to the Certificate of Incorporation of the Corporation shall become effective on December 1, 2020.

[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be executed on its behalf on November 25, 2020.

NCS Multistage Holdings, Inc.

By: /s/ Ori Lev
Name: Ori Lev
Title: Executive Vice President, General
Counsel and Secretary



NCS Multistage Holdings, Inc.
19350 State Highway 249, Suite 600
Houston, Texas 77070

PRESS RELEASE

NCS MULTISTAGE HOLDINGS, INC. ANNOUNCES ANTICIPATED COMPLETION OF REVERSE STOCK SPLIT

HOUSTON, November 30, 2020 – NCS Multistage Holdings, Inc. (NASDAQ: NCSM) (the “Company,” “NCS,” “we” or “us”) today announced that it has filed a Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation to effect, on December 1, 2020, a 1-for-20 reverse stock split of its shares of common stock, as previously disclosed in its filings with the Securities and Exchange Commission. The Company’s common stock will begin trading on a split-adjusted basis when the market opens on December 1, 2020. The number of authorized shares of NCS common stock has also been reduced from 225,000,000 to 11,250,000.

The Company’s shares of common stock will continue to trade on the NASDAQ under the symbol “NCSM” but will trade under a new CUSIP number. The reverse stock split is intended to increase the market price per share of the Company’s common stock in order to comply with NASDAQ’s continued listing standards relating to minimum price per share.

NCS Multistage Holdings, Inc. is a leading provider of highly engineered products and support services that facilitate the optimization of oil and natural gas well completions and field development strategies. NCS provides products and services to exploration and production companies for use in horizontal wells in unconventional oil and natural gas formations throughout North America and in selected international markets, including Argentina, China, Russia, the Middle East and the North Sea. NCS’s common stock is traded on the NASDAQ Global Select Market under the symbol “NCSM.” Additional information is available on the website, www.ncsmultistage.com.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including statements regarding the anticipated effectiveness of the reverse stock split, the per share price of the Company’s common stock and our compliance with NASDAQ listing standards. Any forward-looking statement made by the Company in this press release speaks only as of the date on which the Company makes it. Factors or events that could cause the Company’s actual results to differ may emerge from time to time, including the risk factors described in our Annual Report on Form 10-K under Item 1A. “Risk Factors,” as may be updated, amended or modified in the Company’s filings made from time to time with the Securities and Exchange Commission, and it is not possible for the Company to predict all of them. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

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