FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL        |           |  |  |  |  |  |  |  |  |
|---------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number:         | 3235-0287 |  |  |  |  |  |  |  |  |
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## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| Name and Address of Reporting Person* <u>Trautner Kevin</u>                                  |   |                     |  |                  |   |                              |  |       |                                    |         |                            |                   |                 | ationship of Reporting<br>all applicable)<br>Director<br>Officer (give title   |  | g Person(s) to Issue<br>10% Ow<br>Other (s                         |                | <i>y</i> ner   |  |  |
|--|---|---------------------|--|------------------|---|------------------------------|--|-------|------------------------------------|---------|----------------------------|-------------------|-----------------|--|--|--|----------------|--|--|--|
| (Last) (First) (Middle) C/O NCS MULTISTAGE HOLDINGS, INC. 19350 STATE HIGHWAY 249, SUITE 600 |   |                     |  |                  | 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2020 |                              |  |       |                                    |         |                            |                   |                 |  | X Officer (give title Offier (Specific below) below)  Chief Legal Officer & Secy |  |                |  |  |  |
| (Street)   |   | X<br>state)         | 77070<br>(Zip)   |                  | 4. If Amendment, Date of Original Filed (Month/Day/Year)    |                              |  |       |                                    |         |                            |                   | 6. Ind<br>Line) | ividual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person |  |  |                |  |  |  |
| (City)   | (3  |                     | able I - Nor   | n-Deriv          | ative   | Sec                          | uritie   | s Aca | uired.                             | Dis     | posed of                   | f. or             | Bene            | ficially   | Owned  |  |                |  |  |  |
| 1. Title of Security (Instr. 3) 2. Tra   |   |                     |  | 2. Trans<br>Date | . Transaction   |                              | 2A. Deemed<br>Execution Date,  |       | 3.<br>Transaction<br>Code (Instr.  |         | 4. Securities Acquired (A) |                   | (A) or          | or 5. Amour Securities Beneficia Owned Fo  |  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)  |                | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership                      |  |  |
|  |   |                     |  |                  |   |                              |  |       | Code                               | v       | Amount                     | Amount (A) or (D) |                 | Price  | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                                   |  |                |  | (Instr. 4)   |  |
| Common   | Stock   |                     |  | 02/28            | /2020   |                              | M <sup>(1)</sup>   |       | 3,521                              |         | A                          | \$0               | 64,798(2)       |  | D  |  |                |  |  |  |
| Common Stock 02/28   |   |                     |  |                  | 3/2020  | /2020                        |  |       | F <sup>(1)</sup>                   |         | 3,521                      | D \$1.            |                 | \$1.09   | 61,277   |  | D              |  |  |  |
| Common Stock 02/28   |   |                     |  |                  | 3/2020  |                              | D  |       | 2,573(3                            | (3) D   |                            | \$1.09            | 58,704          |  | D  |  |                |  |  |  |
| Common Stock 03/01   |   |                     |  | /2020            |   |                              |  | D     |                                    | 1,333(3 | 3)                         | D                 | \$1.09          | 57,37  | 71 <sup>(4)</sup>  | D  |                |  |  |  |
|  |   |                     | Table II -   |                  |   |                              |  |       |                                    |         | osed of,<br>onvertib       |                   |                 |  | wned   |  |                |  |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | se (Month/Day/Year) | 3A. Deemed<br>Execution Da<br>) if any<br>(Month/Day/Y | ′   Co           | ınsactior<br>de (Instr                                      | n De<br>Se<br>Ad<br>or<br>(D | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D) (Instr. 3, 4<br>and 5) |       | 6. Date E<br>Expiratio<br>(Month/D | n Dat   |                            |                   |                 | s<br>Security  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)                              | derivativ<br>Securitic<br>Benefici<br>Owned<br>Followir<br>Reporte | ve (es   land) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |   |                     |  | Co               | de V  | (A                           | <b>A</b> )   | (D)   | Date<br>Exercisa                   |         | Expiration<br>Date         | Title             |                 | Amount<br>or<br>Number<br>of Shares  |  | Transacti<br>(Instr. 4)  | ion(s)         |  |  |  |
| Equivalent<br>Stock<br>Units   | (5)   | 02/28/2020          |  | A                | A   | 11                           | 11,842   |       | (6)                                |         | (6)                        | Comi              |                 | 111,842  | \$0  | 122,4  | 05             | D  |  |  |
| Equivalent<br>Stock  | (5)   | 02/28/2020          |  | M                | (1)   |                              |  | 3,521 | (6)                                |         | (6)                        | Comi              |                 | 3,521  | \$0  | 118,8  | 84             | D  |  |  |

## **Explanation of Responses:**

- $1.\ Equivalent\ stock\ units\ vested\ on\ February\ 28,\ 2020\ and\ settled\ for\ cash.$
- $2. \ The \ total \ has \ been \ corrected \ from \ the \ previous \ Form \ 4 \ to \ exclude \ 3,898 \ shares \ which \ were \ inadvertently \ double \ counted \ declared \ from \ the \ previous \ Form \ 4 \ to \ exclude \ 3,898 \ shares \ which \ were \ inadvertently \ double \ counted \ from \ from$
- 3. These shares were surrendered to satisfy the tax obligations related to the vesting of restricted stock units.
- 4. Includes 3,898 restricted stock units which vest on August 24, 2020, 5,472 restricted stock units which vest on March 1, 2021 and 21,126 restricted stock units which vest in two equal annual installments beginning on February 28, 2021.
- 5. These equivalent stock units settle in cash and represent the economic equivalent of one share of common stock, provided that the amount of cash settled for any equivalent stock unit will not exceed the maximum payout established by the Compensation, Nominating and Governance Committee.
- 6. Includes 7,042 equivalent stock units which vest in in two equal annual installments beginning on February 28, 2021 and 111,842 equivalent stock units which vest in in three equal annual installments beginning on February 28, 2021.

<u>/s/ Kevin Trautner</u> <u>03/03/2020</u>

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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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