

FLOTEK INDUSTRIES INC/CN/  
Form 8-K  
February 14, 2008

**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): February 14, 2008**

**Flotek Industries, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-13270**  
(Commission File Number)

**90-0023731**  
(IRS Employer  
Identification No.)

2930 West Sam Houston Parkway North, Suite 300

77043

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**Houston, Texas**  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (713) 849-9911

**NOT APPLICABLE**

(Former name or former address, if changed since last report.)

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))

**Item 8.01 Other Events.**

As previously announced, Flotek Industries, Inc. (the Company ) entered into an underwriting agreement (the Notes Underwriting Agreement ) with the subsidiary guarantors named therein (the Guarantors ) and Bear, Stearns & Co. Inc. (the Underwriter ). The Notes Underwriting Agreement relates to the issuance and sale (the Notes Offering ) of \$115.0 million aggregate principle amount of the Company s 5.25% Convertible Senior Notes due 2028 (the Notes ).

Andrews Kurth LLP, counsel to the Company, has delivered opinions to the Company, regarding the legality of the Common Stock issuable upon conversion of the Notes and certain tax matters relating to the Notes. Copies of the opinions are filed as Exhibits 5.5 and 8.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 5.5                   | Opinion of Andrews Kurth LLP (relating to the legality of the Common Stock issuable upon conversion of the Notes). |
| 8.1                   | Opinion of Andrews Kurth LLP (relating to certain tax matters).  |

**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: February 14, 2008

FLOTEK INDUSTRIES, INC.

/s/ Lisa G. Meier

Lisa G. Meier

Chief Financial Officer & Senior Vice President

**EXHIBIT INDEX**

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