FORM 4

Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b)

Check this box if no longer subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| STATEMENT | OF CHANG | ES IN BENE | FICIAL (| DWNERSHIP |
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OMB APPROVAL

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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* <u>Herndon Daniel Rogers</u> | | | | Quintana Energy Services Inc. [QES] | | | | | | | | (Ch | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | |
|---|------|--|---|---------------------------------------|---|---|---|---------|--|--|-----------------------|--|---|---|---|---|--|--|
| (Last) (First) (Middle) 1415 LOUISIANA STREET, SUITE 2900 | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/09/2019 | | | | | | | | | X Officer (give title below) Other (specify below) See Remarks | | | | | | |
| (Street) HOUSTO | N TX | | 7002 Zip) | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | Line | Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| | | | e I - Nor | | | _ | | | 1 | Dis | - | | | y Owned | | | | |
| 1. Title of Security (Instr. 3) | | 2. Transaction Date (Month/Day/Year) | | ar) E | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5) | | | 5. Amour Securitie Beneficia Owned F Reported | s For ally (D) ollowing (I) (I | | : Direct I r Indirect E str. 4) (| 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | Code | v | Amount | (A) or (D) | Price | Transaction(c) | | | | insu. 4) | | |
| Common stock | | 02/09 | /2019 | | M ⁽¹⁾ | | 17,417 | 7 A (2) | | 144 | 144,187 | | D | | | | | |
| Common stock | | 02/09 | 9/2019 | | | F | | 6,829 | 3) D | \$4.95 | 137,358 | | | D | | | | |
| Common stock | | 02/09 | 9/2019 | | | M ⁽⁴⁾ | | 10,450 |) A | (2) | 147 | 147,808 | | D | | | | |
| Common stock | | 02/09 | 9/2019 | | | F | | 4,098(5 | 5) D | \$4.95 | 143,710 | | | D | | | | |
| | | Т | | | | | | | | | osed of, convertib | | | Owned | | | | |
| Derivative Conversion Date | | 3. Transaction Date (Month/Day/Year) | 3A. Deeme Execution if any (Month/Da | ution Date, | | 4. Transaction Code (Instr. 8) | | n of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amoun of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4) | e s Illy | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date Exercisa | ıble | Expiration Date | Title | Amount or Number of Shares | | | | | |
| Restricted Stock Unit | (2) | 02/09/2019 | | | M | | | 17,417 | (1) | | (1) | Common stock | 17,417 | \$0 | 34,833 | (1) | D | |
| Performance Share Unit | (6) | 02/09/2019 | | | M | | | 10,450 | (4) | | (4) | Common | 10,450 | \$0 | 20,900 | (4) | D | |

Explanation of Responses:

- 1. Represents the conversion upon vesting of certain restricted stock units into common stock of the Company. As previously reported on April 20, 2018, the reporting person was granted 52,250 restricted stock units on April 18, 2018, of which one-third vested on February 9, 2019 in accordance with the Company's 2018 Long Term Incentive Plan. Vesting shall occur on the remaining restricted stock units on the first and second anniversaries of February 9, 2019.
- $2. \ Each \ restricted \ stock \ unit \ represents \ the \ right \ to \ receive, \ upon \ vesting, \ one \ share \ of \ Company \ common \ stock.$
- 3. Reflects 6,829 shares withheld by the Company at the market price of \$4.95 per share to fund the payment of taxes for the restricted stock unit conversion.
- 4. Represents the conversion upon vesting of certain performance share units (PSUs) into common stock of the Company. As previously reported on April 20, 2018, the reporting person was previously awarded 104,500 under the Company's Long Term Incentive Plan on April 18, 2018. The PSUs vest and are settled when they have performance vested in accordance with certain achieved goals that are based on (i) relative total stockholder return and (ii) absolute total stockholder return. It has been determined that 31,350 of those PSUs are earned and eligible for vesting. On February 9, 2019, one-third of the PSUs earned were vested and settled. Should the reporting person satisfy the service requirement applicable to such earned performance units, vesting shall occur on the remaining PSUs in equal installments on the first and second anniversaries of February 9, 2019
- 5. Reflects 4,098 shares withheld by the Company at the market price of \$4.95 per share to fund the payment of taxes for the performance share unit conversion.
- 6. Each performance share unit represents the right to receive, upon vesting, one share of Company common stock.

Remarks:

Chief Executive Officer and President

/s/ Max L. Bouthillette, attorney-in-fact 02/12/2019

Date

** Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.