# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 2)

# **Quintana Energy Services Inc.**

(Name of Issuer)

Common Stock, par value of \$0.01 per share (Title of Class of Securities)

74875T 10 3 (CUSIP Number)

Max L. Bouthillette
Executive Vice President, General Counsel, Chief Compliance Officer and
Corporate Secretary
1415 Louisiana Street, Suite 2900
Houston, Texas 77002
Tel: (832) 518-4094
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 7, 2018 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

1	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS					
	Ouintai	Quintana Capital Group, L.P. 86-1172016				
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP			
-	(a) □		(b) $\square$			
3	SEC USE					
4	SOURCE	OF	FUNDS			
	00/					
	OO (see					
5	CHECK	вох	K IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6		ISH	IP OR PLACE OF ORGANIZATION			
Ů	OTTILL	.011				
	Caymai	n Isl	lands			
		7	SOLE VOTING POWER			
	BER OF ARES		0 shares			
	AKES FICIALLY	8	SHARED VOTING POWER (1)			
OWN	NED BY		25,654,384 shares			
	ACH	9	SOLE DISPOSITIVE POWER			
	ORTING RSON					
	/ITH		0 shares			
		10	SHARED DISPOSITIVE POWER (2)			
			C 450 504 draws			
11	ACCDE	^ AT	6,459,524 shares E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)			
11	AGGRE	JAI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)			
	25,654,3	384	shares			
12			( IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCEN	T O	F CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)			
	76.3%					
14		FRE	PORTING PERSON			
17	1111101	· IXI	Z OKTING I BROOM			
	PN					

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Quintana Capital Group, L.P. may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Consists of 5,345,505 shares of common stock for which Quintana Energy Partners QES Holdings, L.L.C. is the record owner, 795,018 shares of common stock for which Quintana Energy Fund TE, LP is the record owner, and 319,001 shares of common stock for which Quintana Energy Fund FI, LP is the record owner. Quintana Energy Partners, L.P. controls Quintana Energy Partners QES Holdings L.L.C. The general partner of each of Quintana Energy Partners, L.P., Quintana Energy Fund FI, LP and Quintana Energy Fund TE, LP is Quintana Capital Group, L.P. Quintana Capital Group, L.P. may be deemed to have beneficial ownership of the shares directly held by Quintana Energy Partners QES Holdings, L.L.C., Quintana Energy Fund TE, LP and Quintana Energy Fund FI, LP.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME C	F R	EPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS					
			Capital Group GP Ltd. 86-1172015			
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a) □		(b) $\square$			
3	SEC USE	ON	ILY			
4	SOURCE	E OF	FUNDS			
	00 (					
	OO (see					
5	CHECK	ВОХ	X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
_						
6	CITIZEN	NSHI	IP OR PLACE OF ORGANIZATION			
	C	. T.I	1 <b>1</b>			
	Cayma		SOLE VOTING POWER			
		7	SOLE VOTING POWER			
NHM	BER OF		0 shares			
	ARES	8	SHARED VOTING POWER (1)			
	FICIALLY	O	SHARED VOTING FOWER (1)			
OW	NED BY		25,654,384 shares			
	ACH	9	SOLE DISPOSITIVE POWER			
	ORTING		SOLE DIST CONTIVE TO WERK			
	RSON /ITH		0 shares			
V	/11П	10	SHARED DISPOSITIVE POWER (2)			
			( <del>-)</del>			
			6,459,524 shares			
11	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)			
	25,654,3	384	shares			
12	CHECK	вох	X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCEN	O TV	F CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)			
	76.3%					
14	TYPE O	F RE	PORTING PERSON			
	00					

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Quintana Capital Group GP Ltd. may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Consists of 5,345,505 shares of common stock for which Quintana Energy Partners QES Holdings, L.L.C. is the record owner, 795,018 shares of common stock for which Quintana Energy Fund TE, LP is the record owner, and 319,001 shares of common stock for which Quintana Energy Fund FI, LP is the record owner. Quintana Energy Partners, L.P. controls Quintana Energy Partners QES Holdings L.L.C. The general partner of each of Quintana Energy Partners, L.P., Quintana Energy Fund FI, LP and Quintana Energy Fund TE, LP is Quintana Capital Group, L.P. Quintana Capital Group, L.P. and may be deemed to have beneficial ownership of the shares directly held by Quintana Energy Partners QES Holdings, L.L.C., Quintana Energy Fund TE, LP and Quintana Energy Fund —FI, LP.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS					
			Energy Partners, L.P. 86-1172018 E APPROPRIATE BOX IF A MEMBER OF A GROUP			
2						
3	(a) $\square$	•	(b)			
3	SEC USE	LUN	LY			
4	SOURCE OF FUNDS					
-	5001101					
	OO (see	. Ite	m 3)			
5	CHECK	ВОХ	K IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZEN	ISHI	IP OR PLACE OF ORGANIZATION			
	Carman	. Tal	landa			
	Caymai	7	SOLE VOTING POWER			
		,	SOLE VOTINGTOWER			
NUM	BER OF		0 shares			
	ARES	8	SHARED VOTING POWER (1)			
	FICIALLY					
	NED BY ACH		25,654,384 shares			
	ORTING	9	SOLE DISPOSITIVE POWER			
PE	RSON					
W	/ITH	10	0 shares			
		10	SHARED DISPOSITIVE POWER (2)			
			5,345,505 shares			
11	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)			
	25,654,3					
12	CHECK	ВОХ	K IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	DEDCEN	TT C	E CLASS DEDDESENTED DV AMOUNT IN DOM (41) /2)			
13	PERCEN	11 ()	F CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)			
	76.3%					
14		F RE	EPORTING PERSON			
	PN					

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Quintana Energy Partners, L.P. may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Quintana Energy Partners QES Holdings, L.L.C. is the record owner of these shares. Quintana Energy Partners, L.P. controls Quintana Energy Partners QES Holdings L.L.C. and may be deemed to have beneficial ownership of the shares.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME C	OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS					
	Quintai	na Energy Fund — FI, LP 03-0604623				
2		THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) □	(b) $\square$				
3	SEC USE	E ONLY				
4	SOURCE	E OF FUNDS				
		e Item 3)				
5	CHECK	BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
	_					
6	CITIZEN	NSHIP OR PLACE OF ORGANIZATION				
	•					
	Caymai	n Islands				
		7 SOLE VOTING POWER				
NIT IN A	DED OF	O alkarras				
	BER OF ARES	0 shares				
	FICIALLY	8 SHARED VOTING POWER (1)				
	NED BY	25,654,384 shares				
	ACH	9 SOLE DISPOSITIVE POWER				
	ORTING	5 SOLE DISPOSITIVE FOWER				
	RSON /ITH	0 shares				
W	/11H	10 SHARED DISPOSITIVE POWER (2)				
		JI SIERCED DIST COTTIVE TO WER (2)				
		319,001 shares				
11	AGGRE	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)				
	25,654,3	384 shares				
12		BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCEN	VT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)				
	<b>76.3%</b>					
14	TYPE O	F REPORTING PERSON				
	PN					

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Quintana Energy Fund FI, LP may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Quintana Energy Fund FI, LP is the record owner of these shares.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME C	F REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS					
	Quintai	a Energy Fund — TE, LP 03-0604624				
2		THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) □	(b) □				
3	SEC USE	ONLY				
4	SOURCE	OF FUNDS				
	OO (see					
5	CHECK	BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
_						
6	CITIZEN	SHIP OR PLACE OF ORGANIZATION				
	C	. Talamala				
	Caymai	1 Islands 7   SOLE VOTING POWER				
		7 SOLE VOTING POWER				
NHM	BER OF	0 shares				
	ARES	8 SHARED VOTING POWER (1)				
	FICIALLY	5 SHARED VOTING FOWER (1)				
OW	NED BY	25,654,384 shares				
	ACH	9 SOLE DISPOSITIVE POWER				
	ORTING	5 SOLE DISTOSTIVE TO WER				
	RSON /ITH	0 shares				
V	/11П	10 SHARED DISPOSITIVE POWER (2)				
		795,018 shares				
11	AGGRE	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)				
	25,654,3	84 shares				
12	CHECK	BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCEN	T OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)				
	76.3%					
14	TYPE O	REPORTING PERSON				
	PN					

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Quintana Energy Fund TE, LP may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Quintana Energy Fund TE, LP is the record owner of these shares.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

	otoen coo		0.7 10.01 10.0				
1	NAME O	F R	EPORTING PERSON				
	I.R.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS					
	Ouinta	Ordinatoria Empirer Deutsteine OES Haldings I. I. C. 02 42077200					
2			nergy Partners — QES Holdings, L.L.C. 82-4267266 APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) □		b) $\square$				
3	SEC USE						
4	SOURCE	E OF	FUNDS				
	00 (	. T4.	2)				
5	OO (see		m 3) A IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5	CHECK	вол	A IF DISCLUSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(e)				
6	CITIZEN	ISHI	P OR PLACE OF ORGANIZATION				
	Delawa		Jnited States				
		7	SOLE VOTING POWER				
NIIM	BER OF		0 shares				
	ARES	8	SHARED VOTING POWER (1)				
	FICIALLY						
	NED BY		25,654,384 shares				
	ACH ORTING	9	SOLE DISPOSITIVE POWER				
	RSON						
W	ITH	10	0 shares				
		10	SHARED DISPOSITIVE POWER (2)				
			5,345,505 shares				
11	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)				
	25,654,3						
12	CHECK	вох	X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
	П						
13		T O	F CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)				
10	LICE		2 02.100 122 122 21 1240 011 1110 11 (11) (0)				
	76.3%						
14	TYPE OF REPORTING PERSON						
	00						
	00						

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Quintana Energy Partners QES Holdings, L.L.C. may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Quintana Energy Partners QES Holdings L.L.C. is the record owner of these shares.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME C	F REPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS				
		anagement Co., LP 86-1172021			
2		THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a) □	(b) □			
3	SEC USE	CONLY			
4	SOURCE	C OF FUNDS			
		e Item 3)			
5	CHECK	BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
	_				
6	CITIZEN	ISHIP OR PLACE OF ORGANIZATION			
	_				
	Delawa	re, United States			
		7 SOLE VOTING POWER			
	BER OF ARES	0 shares			
	AKES FICIALLY	8 SHARED VOTING POWER (1)			
	NED BY	05.054.004.1			
	ACH	25,654,384 shares			
REPO	ORTING	9 SOLE DISPOSITIVE POWER			
	RSON				
W	/ITH	0 shares			
		10 SHARED DISPOSITIVE POWER (2)			
		100 000 shaves			
11	ACCRE	100,000 shares			
11	AGGRE	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)			
	25 654 3	884 shares			
12		BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
14	CHECK	DOA IF THE AGGREGATE AMOUNT IN KOW (II) EXCLUDES CERTAIN SHAKES			
	П				
13		T OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)			
13	PERCEN	1 OF CLASS REFRESENTED DI AMIOUNI IN ROW (11) (3)			
	76.3%				
14		F REPORTING PERSON			
14	TIFE O	: RELORING LEASON			
	PN				

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which QEP Management Co., LP may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) QEP Management Co., LP is the record owner of these shares.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME C	F REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS					
		anagement Co. GP, LLC 86-1172020				
2		THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) 🗆	(b) □				
3	SEC USE	CONLY				
4	COLIDCI	OF FUNDS				
4	SOURCE	OF FUNDS				
	OO (see	Item 3)				
5		BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
6	CITIZEN	ISHIP OR PLACE OF ORGANIZATION				
	_					
	Delawa	re, United States				
		7 SOLE VOTING POWER				
NITIM	BER OF	0 shares				
	ARES	8 SHARED VOTING POWER (1)				
	FICIALLY	o Shaked voing lower (1)				
	NED BY	25,654,384 shares				
	ACH DRTING	9 SOLE DISPOSITIVE POWER				
	RSON					
	/ITH	0 shares				
		10 SHARED DISPOSITIVE POWER (2)				
		100,000 shares				
11	AGGRE	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)				
	25 654 3	884 shares				
12		BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
	CILLOIN	ZONIA TILLIOONI IN NON (II) ENGLOPEO GENTINI GIRINEG				
13	PERCEN	T OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)				
	76.3%					
14	TYPE O	F REPORTING PERSON				
	0.0					
	00					

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which QEP Management Co. GP, LLC may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) QEP Management Co., LP is the record owner of these shares. QEP Management Co. GP, LLC is the general partner of QEP Management Co., LP and therefore may be deemed to beneficially own these shares.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS				
	Doborto	Robertson QES Investment LLC 81-4676115			
2		THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
_	(a) □	(b) □			
3	SEC USE				
4	SOURCE	E OF FUNDS			
	OO (see	e Item 3)			
5	•	BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZEN	SSHIP OR PLACE OF ORGANIZATION			
	Dolarva	re, United States			
	Delawa	7   SOLE VOTING POWER			
		A SOLE VOILNGTOWER			
	BER OF	0 shares			
	ARES FICIALLY	8 SHARED VOTING POWER (1)			
	NED BY	25 C54 204 aboves			
E	ACH	25,654,384 shares 9 SOLE DISPOSITIVE POWER			
	ORTING RSON	5 SOLE DISPOSITIVE FOWER			
	KSON /ITH	0 shares			
		10 SHARED DISPOSITIVE POWER (2)			
11	ACCRE	2,886,041 shares GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)			
11	AGGRE	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)			
	25,654,3	384 shares			
12		BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
	_				
13	PERCEN	T OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (2)			
	76.3%				
14		F REPORTING PERSON			
	$\Omega$				

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Robertson QES Investment LLC may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Robertson QES Investment LLC is the record owner of these shares.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

Common	Stock COS	IF IN	0.740/31 103			
1	NAME C	F R	EPORTING PERSON			
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS				
			Robertson, Jr.			
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a) 🗆		(b) 🗆			
3	SEC USE	E ON	ILY			
_	COLIDA		TYANDO			
4	SOURCE	S OF	FUNDS			
	PF, OO	(sec	e Item 3)			
5	CHECK	ВОХ	K IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZEN	NSH)	IP OR PLACE OF ORGANIZATION			
	TT43	C4 - 4				
	United		SOLE VOTING POWER (1)			
		/	SOLE VOTING POWER (1)			
NUM	BER OF		111,825 shares			
	ARES	8	·			
	FICIALLY		()			
	NED BY		25,654,384 shares			
	ACH ORTING	9	SOLE DISPOSITIVE POWER (1)			
	RSON					
W	/ITH		111,825 shares			
		10	SHARED DISPOSITIVE POWER (3)(4)(5)			
			9,445,565 shares			
11	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (2)			
	25,654,3					
12	CHECK	ВОХ	X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
40	DEDGEN	TOD 6	E CLASS DEPONESSINTED BY AMOUNT BY DOLL (44) (6)			
13	PERCEN	VT O	F CLASS REPRESENTED BY AMOUNT IN ROW (11) (6)			
	76.3%					
14		F RE	PORTING PERSON			
	IN					

- (1) These shares are directly held by Corbin J. Robertson, Jr.
- (2) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Corbin J. Robertson, Jr. may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (3) Includes 5,345,505 shares of common stock for which Quintana Energy Partners QES Holdings, L.L.C. is the record owner, 795,018 shares of common stock for which Quintana Energy Fund TE, LP is the record owner, and 319,001 shares of common stock for which Quintana Energy Fund FI, LP is the record owner. Quintana Energy Partners, L.P. controls Quintana Energy Partners QES Holdings L.L.C. The general partner of each of Quintana Energy Partners, L.P., Quintana Energy Fund FI, LP and Quintana Energy Fund TE, LP is Quintana Capital Group, L.P. Quintana Capital Group GP, Ltd. is the general partner of Quintana Capital Group, L.P. and may be deemed to have beneficial ownership of the shares directly held by Quintana Energy Partners QES Holdings, L.L.C., Quintana Energy Fund TE, LP and Quintana Energy Fund FI, LP. Corbin J. Robertson, Jr. is a member of the board of directors of Quintana Capital Group GP Ltd. and may be deemed to beneficially own these shares due to his additional rights regarding the management of Quintana Capital Group GP Ltd.
- (4) QEP Management Co., LP is the record owner of 100,000 of these shares. QEP Management Co. GP, LLC, the general partner of QEP Management Co., LP, may also be deemed to be the beneficial owner of these shares. Corbin J. Robertson, Jr. is a member of the board of directors of QEP Management Co. GP, LLC and may be deemed to beneficially own these shares due to his additional rights regarding the management of QEP Management Co. GP LLC.
- (5) Robertson QES Investment LLC is the record owner of 2,886,041 of these shares. As the sole manager of Robertson QES Investment LLC, Corbin J. Robertson Jr. may be deemed to beneficially own these shares.
- (6) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME OF REPORTING PERSON						
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS						
	A l	Archer Limited					
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) □		(b) $\square$				
3	SEC USE						
3	SEC USI	. 010					
4	SOURCE	OF	FUNDS				
	OO (see		•				
5	CHECK	вох	X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
	_						
6	CITIZE	ISHI	IP OR PLACE OF ORGANIZATION				
	Bermu	ła					
	Dermu	7	SOLE VOTING POWER				
			5022				
NUM	BER OF		0 shares				
	ARES	8	SHARED VOTING POWER (1)				
	FICIALLY NED BY						
	ACH		25,654,384 shares				
	ORTING	9	SOLE DISPOSITIVE POWER				
	RSON		0 shares				
W	/ITH	10	SHARED DISPOSITIVE POWER (2)				
		10	STRICED DIST SSTITLE TO WER (2)				
			9,494,306 shares				
11	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)				
	25,654,3						
12	CHECK	ВОХ	K IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
	П						
13		TO	F CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)				
13	FERCEN	11 0	F GLASS REFRESENTED DI ANIOUNT IN ROW (II) (S)				
	76.3%						
14		F RE	PORTING PERSON				
	00						

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Archer Limited may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Archer Holdco LLC is the record owner of these shares. Archer Holdco LLC is wholly-owned by Archer Well Company Inc., which is wholly-owned by Archer Limited. The board of directors of Archer Limited has voting and dispositive power over these shares and therefore may also be deemed to be the beneficial owner of these shares.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS					
	Archer Assets UK Limited					
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP			
2	(a) □		(b) $\square$			
3	SEC USE	•				
3	SEC USI	. 011				
4	SOURCE OF FUNDS					
	OO (see					
5	CHECK	ВОХ	X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZEN	ICITI	IP OR PLACE OF ORGANIZATION			
О	CITIZE	ЮП	IP OR PLACE OF ORGANIZATION			
	United	Kin	gdom			
		7	SOLE VOTING POWER			
	BER OF		0 shares			
	ARES FICIALLY	8	SHARED VOTING POWER (1)			
	NED BY		05.054.004.1			
	ACH	•	25,654,384 shares SOLE DISPOSITIVE POWER			
	ORTING	9	SOLE DISPOSITIVE POWER			
	RSON		0 shares			
W	/ITH	10	SHARED DISPOSITIVE POWER (2)			
_			9,494,306 shares			
11	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)			
	25 6547	004	chaves			
12	25,654,3		STATES  X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
14	CHECK	DUΛ	TIF THE AGGREGATE AMOUNT IN ROW (II) EACLODES CERTAIN SHARES			
13		T O	F CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)			
	76.3%					
14	TYPE O	F RE	EPORTING PERSON			
	00					
	55					

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Archer Assets UK Limited may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Archer Holdco LLC is the record owner of these shares. Archer Holdco LLC is wholly-owned by Archer Well Company Inc., which is wholly-owned by Archer Assets UK Limited, which is wholly-owned by Archer Limited. The board of directors of Archer Limited has voting and dispositive power over these shares and therefore may also be deemed to be the beneficial owner of these shares.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (2)			
	Archar	Well Company Inc. 26-2480765		
2		THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
_	(a) □	(b) □		
3	SEC USE			
4	SOURCE OF FUNDS			
	OO (see Item 3)			
5	•	BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
J	CHECK	BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED FORSUANT TO TIEMS 2(t) OR 2(t)		
6	CITIZEN	ISHIP OR PLACE OF ORGANIZATION		
	Texas, U	United States		
		7 SOLE VOTING POWER		
NUM	BER OF	0 shares		
	ARES	8 SHARED VOTING POWER (1)		
	FICIALLY			
	NED BY ACH	25,654,384 shares		
	ORTING	9 SOLE DISPOSITIVE POWER		
	RSON	0.1		
W	/ITH	0 shares 10 SHARED DISPOSITIVE POWER (2)		
		SHAKED DISPOSITIVE FOWER (2)		
		9,494,306 shares		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)			
	<b>~-</b> · ·			
	25,654,384 shares			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)			
	76.3%			
14	TYPE OF REPORTING PERSON			
	CO			

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Archer Well Company Inc. may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Archer Holdco LLC is the record owner of these shares. Archer Holdco LLC is wholly-owned by Archer Well Company Inc., which is wholly-owned by Archer Limited. The board of directors of Archer Limited has voting and dispositive power over these shares and therefore may also be deemed to be the beneficial owner of these shares.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME OF REPORTING PERSON				
	I.R.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS			
	Anchon	Archer Holdco LLC 32-0528346			
2		THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
_	(a) □	(b) $\square$			
3	SEC USE				
4	SOURCE OF FUNDS				
	00 (	. I.a 2\			
5		E Item 3) BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
3	CHECK	BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED FORSUANT TO TIEMS 2(t) OR 2(t)			
6	CITIZEN	ISHIP OR PLACE OF ORGANIZATION			
	Texas, U	Jnited States			
		7 SOLE VOTING POWER			
NUM	BER OF	0 shares			
	ARES	8 SHARED VOTING POWER (1)			
	FICIALLY				
OWNED BY EACH		25,654,384 shares			
	ORTING	9 SOLE DISPOSITIVE POWER			
	RSON	O albassas			
W	/ITH	0 shares 10 SHARED DISPOSITIVE POWER (2)			
10 SHARED DISPOSITIVE POWER (2)					
		9,494,306 shares			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)				
	05.05.4				
10	25,654,384 shares				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)				
	76.3%				
14	TYPE OF REPORTING PERSON				
	00				

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Archer Holdco LLC may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Archer Holdco LLC is the record owner of these shares.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS			
	John Fi	-edr	iksen	
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP	
2				
	(a) 🗆		b) 🗆	
3	SEC USE	E ON	LY	
4	SOURCE	E OF	FUNDS	
	OO (see Item 3)			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
			(-)	
-		ICIII	ID OD DI A CE OE OD CANIZATION	
6	CITIZEN	иэні	IP OR PLACE OF ORGANIZATION	
	Cyprus			
		7	SOLE VOTING POWER	
NUM	BER OF		0 shares	
	ARES	8	SHARED VOTING POWER (1)	
	FICIALLY			
	NED BY		25,654,384 shares	
	ACH	9	SOLE DISPOSITIVE POWER	
	ORTING	J	SOLE DISTOSTIVE TO WER	
	RSON		0 shares	
W	/ITH	10		
		10	SHARED DISPOSITIVE POWER (2)	
			6,602,688 shares	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)			
	25,654,384 shares			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)			
	TC D0/			
	76.3%			
14	TYPE OF REPORTING PERSON			
	IN			

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which John Fredriksen may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Geveran Investments Limited is the record owner of 4,602,688 of these shares. Famatown Finance Limited is the record owner of 2,000,000 of these shares. Geveran Investments Limited and Famatown Finance Limited are wholly-owned subsidiaries of Greenwich Holdings Limited. C.K. Limited is the trustee of various trusts established by Mr. Fredriksen for the benefit of his immediate family, which trusts are the sole shareholders of Greenwich Holdings Limited and the indirect owners of Geveran Investments Limited and Famatown Finance Limited. Mr. Fredriksen may be deemed to beneficially own these 6,602,688 shares through his indirect influence over Geveran Investments Limited, Famatown Finance Limited, and Greenwich Holdings Limited. Mr. Fredriksen disclaims beneficial ownership of these 6,602,688 shares except to the extent of his voting and dispositive interest in such shares. Mr. Fredriksen has no pecuniary interest in these 6,602,688 shares.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS			
	C.K. Li			
2	CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) □	(b) □		
3	SEC USE	CONLY		
4	SOURCE OF FUNDS			
	OO (see Item 3)			
5	CHECK	BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
	_			
6	CITIZEN	ISHIP OR PLACE OF ORGANIZATION		
Jersey				
		7 SOLE VOTING POWER		
NIT IN A	DED OF	0 shares		
	BER OF ARES			
	FICIALLY	8 SHARED VOTING POWER (1)		
	NED BY	25,654,384 shares		
EACH		9 SOLE DISPOSITIVE POWER		
	ORTING	SOLE DISPOSITIVE POWER		
PERSON		0 shares		
W	/ITH	10 SHARED DISPOSITIVE POWER (2)		
		III SIMILED DIST COTTIVE TO WER (2)		
		6,602,688 shares		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)			
	25,654,384 shares			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)			
	76.3%			
14	TYPE O	F REPORTING PERSON		
	00			

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which C.K. Limited may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Geveran Investments Limited is the record owner of 4,602,688 of these shares. Famatown Finance Limited is the record owners of 2,000,000 of these shares. Geveran Investments Limited and Famatown Finance Limited are wholly-owned subsidiaries of Greenwich Holdings Limited. C.K. Limited is the trustee of various trusts established by Mr. Fredriksen for the benefit of his immediate family, which trusts are the sole shareholders of Greenwich Holdings Limited and the indirect owners of Geveran Investments Limited and Famatown Finance Limited. As such, C.K. Limited may be deemed to beneficially own these 6,602,688 shares that Geveran Investments Limited and Famatown Finance Limited beneficially own.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS			
	Greenw	rich Holdings Limited		
2		THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) □	(b) □		
3	SEC USE	CONLY		
4	SOURCE OF FUNDS			
	OO (see Item 3)			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZEN	NSHIP OR PLACE OF ORGANIZATION		
	Cyprus			
	J 1	7 SOLE VOTING POWER		
NUM	BER OF	0 shares		
SH	ARES	8 SHARED VOTING POWER (1)		
	FICIALLY			
	NED BY	25,654,384 shares		
	ACH	9 SOLE DISPOSITIVE POWER		
	ORTING RSON			
	KSON /ITH	0 shares		
•	(1111	10 SHARED DISPOSITIVE POWER (2)		
		STRIKED DISTOSTITUE TO WERK (E)		
		6,602,688 shares		
11	AGGRE	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)		
	7100ItL	SHETEMOON BENEFICIEE OWNER BY ENOUGH ENOUGH		
	25,654.3	384 shares		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
4=	CHECK DOWN THE ACCRECATE ANICOM IN NOW (11) EXCELEDED CERTAIN CHARLES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)			
10	FERGENT OF GLASS REFRESENTED BY AMOUNT IN ROW (11) (3)			
	76.3%			
14		F REPORTING PERSON		
<b>1</b> -7	THE OF RELOCITING PERSON			
	00			
	<del>-</del>			

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Greenwich Holdings Limited may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Geveran Investments Limited is the record owner of 4,602,688 of these shares. Famatown Finance Limited is the record owners of 2,000,000 of these shares. Geveran Investments Limited and Famatown Finance Limited are wholly-owned subsidiaries of Greenwich Holdings Limited.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

1	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS			
			Finance Limited	
2	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) □	(	b) □	
3	SEC USE	ON	LY	
4	SOURCE	E OF	FUNDS	
	WC (see Item 3)			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
	_			
6	CITIZEN	ISHI	P OR PLACE OF ORGANIZATION	
	Cyprus			
		7	SOLE VOTING POWER	
NUMBER OF 0 shares			0 shares	
	ARES	8	SHARED VOTING POWER (1)	
	FICIALLY	-	SHARED VOTING POWER (1)	
OWI	NED BY		25 654 384 shares	
		a		
		J	SOLE DISTOSITIVE TOWER	
			0 shares	
V	/11П	10		
			( <del>-</del> )	
			2,000,000 shares	
11	AGGRE	GAT		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (3)			
	<b>-</b> 0.00/			
4.4			DODITING DEDGON	
14	TYPE O	F RE	PURTING PERSON	
	00			
REPO PE W	EACH REPORTING PERSON WITH			

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Famatown Finance Limited may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Famatown Finance Limited is the record owner of these shares.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

- (1) Consists of 25,654,384 aggregate shares of common stock held of record by certain of the Reporting Persons, of which Geveran Investments Limited may be deemed to have shared voting power and beneficial ownership by virtue of the Equity Rights Agreement discussed in Item 6 hereof.
- (2) Geveran Investments Limited is the record owner of these shares.
- (3) Based on 33,630,934 shares of Common Stock outstanding as of March 27, 2018, as reported in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018.

### AMENDMENT NO. 2 TO SCHEDULE 13D

This Amendment No. 2 to Schedule 13D (this "Amendment No. 2") relates to the common stock, par value \$0.01 per share (the "Common Stock") of Quintana Energy Services Inc., a Delaware corporation (the "Issuer"), and amends the Schedule 13D filed with the Securities and Exchange Commission on February 26, 2018 (the "Original 13D"), as amended by Amendment No. 1, filed on March 30, 2018 ("Amendment No. 1"), by Quintana Capital Group, L.P. ("Quintana Capital"), Quintana Capital Group GP Ltd. ("Quintana Capital GP"), Quintana Energy Fund — FI, LP ("QES FI Fund"), Quintana Energy Partners, L.P. ("QEP"), Quintana Energy Partners — QES Holdings, L.L.C. ("QEP Holdings"), QEP Management Co., LP ("QEP Management"), QEP Management Co. GP, LLC ("QEP Management GP"), Robertson QES Investment LLC ("Robertson QES"), Corbin J. Robertson, Jr. ("Mr. Robertson"), Archer Limited ("Archer Limited"), Archer Assets UK Limited ("Archer UK"), Archer Well Company Inc. ("Archer Well"), Archer Holdco LLC ("Archer Holdco"), John Fredriksen ("Mr. Fredriksen"), C.K. Limited ("C.K. Limited"), Greenwich Holdings Limited ("Greenwich"), Famatown Finance Limited ("Famatown") and Geveran Investments Limited ("Geveran Investments Limited, QEP Management, QEP Management GP, Robertson QES, Mr. Robertson, Archer Limited, Archer UK, Archer Well, Archer Holdco, Mr. Fredriksen, C.K. Limited, Greenwich and Famatown, each a "Reporting Person" and collectively, the "Reporting Persons").

This Amendment No. 2 is being filed solely for the purpose of (a) correcting a scrivener's error in Item 10 of the cover pages relating to each of Quintana Energy Fund — FI, LP and Quintana Energy Fund — TE, LP, (b) making corresponding changes in footnotes 2 and 3 on the cover pages relating to Quintana Capital Group, L.P., Quintana Capital Group GP Ltd., and Corbin J. Robertson, Jr., and (c) making corresponding changes in the chart in Item 3 below. In the Original 13D, as amended by Amendment No. 1, the share ownership of each of Quintana Energy Fund — FI, LP and Quintana Energy Fund — TE, LP, were inadvertently transposed. Other than correcting this error and making the corresponding changes described above, no changes have been made to the Original 13D, as amended by Amendment No. 1.

Except as otherwise specified in this Amendment, all items left blank remain unchanged in all material respects and any items which are reported are deemed to amend the corresponding items in the Schedule 13D. Capitalized terms used herein but not defined herein have the respective meanings ascribed to them in the Schedule 13D.

### Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated in its entirety with the following:

Subject to the terms and conditions set forth in that certain Master Reorganization Agreement, dated as of February 8, 2018 (as corrected, the "Master Reorganization Agreement"), the parties thereto agreed to effect a series of restructuring transactions (the "Reorganization") in connection with the Offering, consisting of (i) the net exercise of all outstanding warrants held by Archer Holdco, Robertson QES and affiliates of Geveran Investments for common units of Quintana Energy Services, L.P., a Delaware limited partnership and the predecessor entity of the Issuer ("QES LP"); (ii) the Issuer's acquisition of all of the outstanding equity of QES Holdco LLC, a Delaware limited liability company ("QES Holdco") and QES LP, establishing the Issuer as the holding company for QES Holdco, QES LP and the subsidiaries of QES LP; (iii) the Issuer's issuance of shares of Common Stock to the existing investors of QES LP, including certain of the Reporting Persons and Listed Persons listed below, in exchange for their respective direct or indirect common units in QES LP, including shares issued upon the net exercise the warrants described above, and their direct or indirect membership interests in QES Holdco; and (iv) the conversion of approximately \$33.6 million of outstanding indebtedness under the Issuer's \$40.0 million term loan held by Archer Holdco, Robertson QES and Geveran Investments into shares of Common Stock at the initial public offering price (the "Term Loan Conversion"). The table below reflects ownership of the Issuer's Common Stock by such Reporting Persons, and, if applicable, any Listed Persons, prior to the closing of the Offering after giving effect to the Reorganization.

Reporting Person	No. Shares Received
Quintana Energy Partners — QES Holdings, L.L.C.	5,345,505
Quintana Energy Partners — TE, LP	795,018
Quintana Energy Partners — FI, LP	319,001
Robertson QES Investment LLC	2,886,041
Corbin J. Robertson, Jr.	11,825
Archer Holdco LLC	8,494,306
Geveran Investments Limited	4,602,688
Listed Person	No. Shares Received
Dag Skindlo	10,410
Donald Evans	7,883
Corbin Robertson III	26,608

The foregoing description of the Master Reorganization Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Master Reorganization Agreement, a copy of which is filed as Exhibit 2.1 and incorporated by reference herein.

At the closing of the Offering on February 13, 2018, (i) Mr. Robertson purchased an aggregate of 100,000 shares of Common Stock at the initial public offering price of \$10.00 per share, (ii) QEP Management purchased an aggregate of 100,000 shares of Common Stock at the initial public offering price of \$10.00 per share, (iii) Famatown purchased an aggregate of 2,000,000 shares of Common Stock at the initial public offering price of \$10.00 per share and (iv) Archer Holdco purchased an aggregate of 1,000,000 shares of Common Stock at the initial public offering price of \$10.00 per share. The source of funds for each of these purchases was the individual capital held by Mr. Robertson and the working capital of each of QEP Management, Famatown and Archer Holdco, respectively.

The Reporting Persons may constitute a "group" for purposes of Rule 13d-5 under the Act with respect to their respective beneficial ownership of the shares of Common Stock at the time of the applicable event requiring disclosure in this Schedule 13D. Pursuant to Rule 13d-5(b)(1) under the Act, if the Reporting Persons constitute such a group, the Reporting Persons would be deemed to have beneficial ownership of all equity securities of the Issuer beneficially owned by any of such Reporting Persons. Each Reporting Person disclaims beneficial ownership of the reported Common Stock except to the extent of such Reporting Person's pecuniary interest therein, and this statement shall not be deemed an admission that such Reporting Person is the beneficial owner of the reported Common Stock for the purposes of Section 13(d) of the Act or any other purpose.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

# QUINTANA CAPITAL GROUP, L.P.

By: Quintana Capital Group GP Ltd., its general partner

By: /s/ Corbin J. Robertson, Jr. Name: Corbin J. Robertson, Jr.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

QUINTANA CAPITAL GROUP GP LTD.

By: /s/ Corbin J. Robertson, Jr.

Name: Corbin J. Robertson, Jr.
Title: Managing Partner and Director

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

QUINTANA ENERGY FUND — FI, LP

By: Quintana Capital Group, L.P., its general partner

By: Quintana Capital Group GP Ltd., its general partner

By: /s/ Corbin J. Robertson, Jr.

Name: Corbin J. Robertson, Jr.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

QUINTANA ENERGY FUND — TE, LP

By: Quintana Capital Group, L.P., its general partner

By: Quintana Capital Group GP Ltd., its general partner

By: /s/ Corbin J. Robertson, Jr.

Name: Corbin J. Robertson, Jr.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

QUINTANA ENERGY PARTNERS, L.P.

By: Quintana Capital Group, L.P., its general partner

By: Quintana Capital Group GP Ltd., its general partner

By: /s/ Corbin J. Robertson, Jr.

Name: Corbin J. Robertson, Jr.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

QUINTANA ENERGY PARTNERS — QES HOLDINGS, L.L.C.

By: Quintana Energy Partners, L.P., its sole member

By: Quintana Capital Group, L.P., its general partner

By: Quintana Capital Group GP Ltd., its general partner

By: /s/ Corbin J. Robertson, Jr.

Name: Corbin J. Robertson, Jr.
Title: Managing Partner and Director

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

QEP MANAGEMENT CO., LP

By: QEP Management Co. GP, LLC, its general partner

By: Quintana Capital Group, L.P., its general partner

By: Quintana Capital Group GP Ltd., its general partner

By: /s/ Corbin J. Robertson, Jr.

Name: Corbin J. Robertson, Jr.
Title: Managing Partner and Director

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

QEP MANAGEMENT CO. GP, LLC

By: Quintana Capital Group, L.P., its general partner

By: Quintana Capital Group GP Ltd., its general partner

By: /s/ Corbin J. Robertson, Jr.

Name: Corbin J. Robertson, Jr.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

ROBERTSON QES INVESTMENT LLC

By: /s/ Corbin J. Robertson, Jr.
Name: Corbin J. Robertson, Jr.

Title: Manager

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

CORBIN J. ROBERTSON, JR.

/s/ Corbin J. Robertson, Jr.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018 ARCHER LIMITED

By: /s/ Adam Todd
Name: Adam Todd
Title: General Counsel

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

ARCHER ASSETS UK LIMITED

By: /s/ Adam Todd
Name: Adam Todd
Title: Director

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

ARCHER WELL COMPANY INC.

By: /s/ Adam Todd
Name: Adam Todd
Title: Director

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018 ARCHER HOLDCO LLC

By: /s/ Adam Todd
Name: Adam Todd
Title: Director

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018 JOHN FREDRIKSEN

/s/ John Fredriksen

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018 C.K. LIMITED

By: /s/ Spyros Episkopou
Name: Spyros Episkopou

Title: Director

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

# GREENWICH HOLDINGS LIMITED

By: /s/ Spyros Episkopou
Name: Spyros Episkopou

Title: Director

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

# FAMATOWN FINANCE LIMITED

By: /s/ Spyros Episkopou
Name: Spyros Episkopou

Title: Director

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 7, 2018

# GEVERAN INVESTMENTS LIMITED

By: /s/ Spyros Episkopou
Name: Spyros Episkopou

Title: Director