

SES Holdings, Inc.  
Form 8-A12B/A  
February 19, 2008

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

**WASHINGTON, D.C. 20549**

**FORM 8-A/A**

(Amendment No. 1)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Flotek Industries, Inc.\***

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**90-0023731**  
(I.R.S. Employer Identification No.)

**2930 W. Sam Houston Parkway N., Suite 300**

**Houston, Texas 77043**  
(address of principal executive offices and zip code)

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

5.25% Convertible Senior Notes due 2028 and guarantees  
Title of each class

New York Stock Exchange, Inc.  
Name of each exchange on which

to be so registered

each class is to be registered

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities act registration statement file number to which this form relates: 333-148384

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Securities to be registered pursuant to Section 12(g) of the Act: None

\*Includes certain subsidiaries of Flotek Industries, Inc. identified on the following pages.

## **CAVO Drilling Motors, Ltd. Co.**

(Exact name of registrant as specified in its charter)

**Texas** **82-4815146**  
(State of incorporation or organization) (I.R.S. Employer Identification No.)  
**2930 W. Sam Houston Parkway N., Suite 300**

**Houston, Texas 77043**

(address of principal executive offices and zip code)

## **CESI Chemical, Inc.**

(Exact name of registrant as specified in its charter)

**Oklahoma** **73-1591850**  
(State of incorporation or organization) (I.R.S. Employer Identification No.)  
**2930 W. Sam Houston Parkway N., Suite 300**

**Houston, Texas 77043**

(address of principal executive offices and zip code)

## **Flotek Paymaster, Inc.**

(Exact name of registrant as specified in its charter)

**Texas** **30-0094158**  
(State of incorporation or organization) (I.R.S. Employer Identification No.)  
**2930 W. Sam Houston Parkway N., Suite 300**

**Houston, Texas 77043**

(address of principal executive offices and zip code)

## **Material Translogistics, Inc.**

(Exact name of registrant as specified in its charter)

**Texas** **73-1605226**  
(State of incorporation or organization) (I.R.S. Employer Identification No.)  
**2930 W. Sam Houston Parkway N., Suite 300**

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**Houston, Texas 77043**

(address of principal executive offices and zip code)

# **Padko International Incorporated**

(Exact name of registrant as specified in its charter)

**Oklahoma**  
(State of incorporation or organization)

**73-1443489**  
(I.R.S. Employer Identification No.)

**2930 W. Sam Houston Parkway N., Suite 300**

**Houston, Texas 77043**

(address of principal executive offices and zip code)

## **Petrovalve, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware** **76-0513130**  
(State of incorporation or organization) (I.R.S. Employer Identification No.)  
**2930 W. Sam Houston Parkway N., Suite 300**

**Houston, Texas 77043**

(address of principal executive offices and zip code)

## **SES Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Oklahoma** **98-0372943**  
(State of incorporation or organization) (I.R.S. Employer Identification No.)  
**2930 W. Sam Houston Parkway N., Suite 300**

**Houston, Texas 77043**

(address of principal executive offices and zip code)

## **Sooner Energy Services, Inc.**

(Exact name of registrant as specified in its charter)

**Oklahoma** **73-1501526**  
(State of incorporation or organization) (I.R.S. Employer Identification No.)  
**2930 W. Sam Houston Parkway N., Suite 300**

**Houston, Texas 77043**

(address of principal executive offices and zip code)

## **Spidle Sales & Service, Inc.**

(Exact name of registrant as specified in its charter)

**Utah** **87-0318233**  
(State of incorporation or organization) (I.R.S. Employer Identification No.)  
**2930 W. Sam Houston Parkway N., Suite 300**

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(address of principal executive offices and zip code)

## **Teledrift Acquisition, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**26-1869123**  
(I.R.S. Employer Identification No.)

**2930 W. Sam Houston Parkway N., Suite 300**

**Houston, Texas 77043**

(address of principal executive offices and zip code)

## **Trinity Tool, Inc.**

(Exact name of registrant as specified in its charter)

**Texas** **76-0517268**  
(State of incorporation or organization) (I.R.S. Employer Identification No.)  
**2930 W. Sam Houston Parkway N., Suite 300**

**Houston, Texas 77043**

(address of principal executive offices and zip code)

## **Turbeco, Inc.**

(Exact name of registrant as specified in its charter)

**Texas** **76-0228889**  
(State of incorporation or organization) (I.R.S. Employer Identification No.)  
**2930 W. Sam Houston Parkway N., Suite 300**

**Houston, Texas 77043**

(address of principal executive offices and zip code)

## **USA Petrovalve, Inc.**

(Exact name of registrant as specified in its charter)

**Texas** **76-0448098**  
(State of incorporation or organization) (I.R.S. Employer Identification No.)  
**2930 W. Sam Houston Parkway N., Suite 300**

**Houston, Texas 77043**

(address of principal executive offices and zip code)

This Amendment No. 1 amends and restates the Registration Statement on Form 8-A filed by Flotek Industries, Inc. (the Registrant) on February 7, 2008 relating to the Registrant's 5.25% Convertible Senior Notes due 2028. The purpose of this Amendment No. 1 is to incorporate pricing information and other terms, rights and preferences of the Senior Notes as set forth in the Registrant's Prospectus Supplement dated February 11, 2008 and the Registrant's current report on Form 8-K filed on February 14, 2008.

**Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered consist of \$115.0 million aggregate principal amount of 5.25% Convertible Senior Notes due 2028 (the Senior Notes) of the Registrant and the guarantees thereof by certain of the Registrant's subsidiaries (the Subsidiary Guarantors). The description of the Senior Notes and guarantees thereof registered is incorporated by reference to the description included under the captions Description of Debt Securities and Description of Guarantees of Debt Securities in the Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-148384) and to the description set forth under the caption Description of the Notes in the Prospectus Supplement and Prospectus dated February 11, 2008 relating to such Registration Statement. For purposes of such description, any prospectus supplement filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that purports to describe the Senior Notes and the guarantees thereof shall be deemed to be incorporated by reference.

**Item 2. Exhibits.**

The following exhibits to this Registration Statement on Form 8-A/A are incorporated by reference from the documents specified, which have been filed with the Securities and Exchange Commission.

Exhibit No.	Description
3.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-13270), filed with the Securities and Exchange Commission on November 9, 2007).
3.2	Bylaws (incorporated by reference to Appendix F of the Registrant's Definitive Proxy Statement filed with the Securities and Exchange Commission on September 27, 2001).
4.1	Base Indenture, dated as of February 14, 2008, by and among the Registrant, the subsidiary guarantors named therein and American Stock Transfer & Trust Company, as Trustee, with respect to 5.25% Convertible Senior Notes due 2028 (incorporated by reference to Exhibit 4.1 to the Registrant's current report on Form 8-K, filed with the Securities and Exchange Commission on February 14, 2008).
4.2	First Supplemental Indenture, dated as of February 14, 2008, by and among the Registrant, the subsidiary guarantors named therein and American Stock Transfer & Trust Company, as Trustee, with respect to 5.25% Convertible Senior Notes due 2028 (incorporated by reference to Exhibit 4.2 to the Registrant's current report on Form 8-K, filed with the Securities and Exchange Commission on February 14, 2008).
4.3	Global Note (included as Exhibit A to the First Supplemental Indenture).
4.4	Registrant's Post-Effective Amendment No. 1 to Form S-3 Registration Statement (File No. 333-148384), filed with the Securities and Exchange Commission on February 5, 2008 (incorporated herein by reference).
4.5	Prospectus Supplement and Prospectus relating to the Senior Notes dated February 11, 2008 and filed with the Securities and Exchange Commission on February 12, 2008 (incorporated herein by reference).



**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: February 19, 2008

**Registrants:**

**FLOTEK INDUSTRIES, INC.**

By: /s/ Lisa G. Meier  
Name: Lisa G. Meier

Title: Chief Financial Officer and Senior Vice President

**CAVO DRILLING MOTORS, LTD. CO.**

**CESI CHEMICAL, INC.**

**FLOTEK PAYMASTER, INC.**

**MATERIAL TRANSLOGISTICS, INC.**

**PADKO INTERNATIONAL INCORPORATED**

**PETROVALVE, INC.**

**SES HOLDINGS, INC.**

**SOONER ENERGY SERVICES, INC.**

**SPIDLE SALES & SERVICE, INC.**

**TELEDRIFT ACQUISTION, INC.**

**TRINITY TOOL, INC.**

**TURBECO, INC.**

**USA PETROVALVE, INC.**

For each of the above:

By: /s/ Lisa G. Meier

Name: Lisa G. Meier

Title: Chief Financial Officer

**INDEX TO EXHIBITS**

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