

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**Stabilis Energy, Inc.**

**Form: S-8**

**Date Filed: 2019-12-13**

Corporate Issuer CIK: 1043186

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

## FORM S-8 REGISTRATION STATEMENT

*Under*  
**THE SECURITIES ACT OF 1933**

### Stabilis Energy, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Florida  
(State or Other Jurisdiction of  
Incorporation or Organization)

59-3410234  
(I.R.S. Employer  
Identification Number)

10375 Richmond Avenue, Suite 700  
Houston, Texas 77042  
(Address of principal executive offices)

2019 Long Term Incentive Plan  
(Full title of the Plan)

James Reddinger  
10375 Richmond Avenue, Suite 700  
Houston, Texas 77042  
(Name and address of agent for service)

(832) 456-6500  
(Telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Joel Bernstein, Esq.  
2666 Tigertail Ave., Suite 104  
Miami, FL 33133  
Telephone: (305) 409-4500

#### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1) (2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$.001 par value per share	1,675,000 shares	\$ 4.70	\$ 7,872,500	\$ 1,022

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional securities which become issuable under the above named plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the outstanding number of shares of our Common Stock.
- (2) Represents 1,675,000 shares of Common Stock authorized and available for issuance under the 2019 Long Term Incentive Plan (the "2019 Plan").
- (3) This estimate is made pursuant to Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The fee is calculated on the basis of the close price for the registrant's Common Stock as reported by The OTCQX Best Market on December 12, 2019.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this registration statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Commission by the registrant are incorporated by reference into this registration statement:

- (a) The registrant's prospectus filed pursuant to Rule 424(b) under the Securities Act on November 8, 2019 relating to the registration statement on Form S-1, as amended (File No. 333-233704), which contains the audited financial statements of Stabilis Energy, LLC for the latest fiscal year for which such statements have been filed;
- (b) The registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2019, June 30, 2019 and September 30, 2019;
- (c) The registrant's Current Reports on Form 8-K filed with the Commission on January 3, 2019, April 23, 2019, May 9, 2019, June 21, 2019, June 25, 2019, July 1, 2019, July 22, 2019, August 1, 2019, August 2, 2019, August 9, 2019, August 16, 2019, August 26, 2019, September 6, 2019, October 4, 2019, October 7, 2019, November 13, 2019 and December 11, 2019; and
- (d) The description of the registrant's common stock contained in the registrant's registration statement on Form 8-A (Registration No. 000-24575) filed with the Commission on July 6, 1998.

All documents that the registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this registration statement which indicates that all of the shares of common stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances will any information filed under current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

**Item 4. Description of Securities.**

Not applicable.

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**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 607.0850 of the Florida Business Corporation Act (the "Florida Act") provides that a person who is successful on the merits or otherwise in defense of an action because of service as an officer or director of a corporation is entitled to indemnification of expenses actually and reasonably incurred in such defense.

Section 607.0850(1) and (2) of the Florida Act provides further that the corporation may indemnify an officer or director, and advance expenses, if such person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to a criminal action, had no reasonable cause to believe such conduct was unlawful.

The Florida Act provides that a court may order indemnification of an officer or director if it determines that such person is fairly and reasonably entitled to such indemnification in view of all the relevant circumstances. F.S. 607.0850(9).

Section 607.0850 of the Florida Business Corporation Act (Florida Statute) generally permits the Company to indemnify its directors, officers, employees or other agents who are subject to any third-party actions because of their service to the Company if such persons acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Company. If the proceeding is a criminal one, such person must also have had no reasonable cause to believe his conduct was unlawful. In addition, the Company may indemnify its directors, officers, employees or other agents who are subject to derivative actions against expenses and amounts paid in settlement which do not exceed, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, including any appeal thereof, actually and reasonably incurred in connection with the defense or settlement of such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Company. To the extent that a director, officer, employee or other agent is successful on the merits or otherwise in defense of a third-party or derivative action, such person will be indemnified against expenses actually and reasonably incurred in connection therewith. The Florida Statute also permits the Company to further indemnify such persons by other means unless a judgment or other final adjudication establishes that such person's actions or omissions which were material to the cause of action constitute (1) a crime (unless such person had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe it unlawful), (2) a transaction from which he derived an improper personal benefit, (3) an action in violation of Florida Statutes Section 607.0834 (relating to unlawful distributions to shareholders), or (4) willful misconduct or a conscious disregard for the best interests of the Company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

In addition, Florida Statute Section 607.0831 provides, in general, that no director shall be personally liable for monetary damages to a corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless (a) the director breached or failed to perform his duties as a director, and (b) the director's breach of, or failure to perform, those duties constitutes (i) a violation of criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) a transaction from which the director derived an improper personal benefit, either directly or indirectly, (iii) a circumstance under which the liability provisions of Florida Statute Section 607.0834 are applicable, (iv) in a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct, or (v) in a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

Our Restated Articles of Incorporation and our Amended and Restated By-laws provide that the Company shall indemnify, to the fullest extent permitted by law, its officers and directors to the extent that any such person is made a party or threatened to be made a party or called as a witness or is otherwise involved in any action, suit, or proceeding in connection with his status as an officer or director of the Company. Such indemnification covers all expenses incurred by any officer or director (including attorneys' fees) and all liabilities and losses (including judgments, fines and amounts to be paid in settlement) incurred thereby in connection with any such action, suit or proceeding.

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The Company has purchased an insurance policy that purports to insure the officers and directors of the Company against certain liabilities incurred by them in the discharge of their functions as such officers and directors.

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## Item 8. Exhibits

Exhibit No.	Exhibit Description
3.1	<a href="#"><u>Restated Articles of Incorporation of the Registrant (Incorporated by Reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed December 11, 2019)</u></a>
3.2	<a href="#"><u>Amended and Restated Bylaws of the Registrant (Incorporated by Reference to Exhibit 3.2 to Registrant's Current Report on Form 8-K filed February 9, 2009)</u></a>
4.1	<a href="#"><u>Warrant to purchase 125,000 shares of Registrant's common stock dated May 2, 2012 (Incorporated by reference to Exhibit 4.1 to Registrant's Quarterly Report on Form 10-Q filed on August 14, 2012)</u></a>
4.2	<a href="#"><u>Warrant to purchase 200,000 shares of Registrant's common stock dated May 2, 2012 (Incorporated by reference to Exhibit 4.2 to Registrant's Quarterly Report on Form 10-Q filed on August 14, 2012)</u></a>
4.3	<a href="#"><u>Investors Rights Agreement between Registrant and JCH Crenshaw Holdings, LLC dated May 2, 2012 (Incorporated by reference to Exhibit 4.3 to Registrant's Quarterly Report on Form 10-Q filed on August 14, 2012)</u></a>
4.4	<a href="#"><u>Registration Rights Agreement between Registrant and JCH Crenshaw Holdings, LLC dated May 2, 2012 (Incorporated by reference to Exhibit 4.4 to Registrant's Quarterly Report on Form 10-Q filed on August 14, 2012)</u></a>
4.5	<a href="#"><u>Warrant to Purchase Common Stock dated November 13, issued to HD Special-Situations III, LP (Incorporated by reference to Exhibit 10.3 to Registrant's Quarterly Report on Form 10-Q filed on November 14, 2017)</u></a>
4.6	<a href="#"><u>Registration Rights Agreement dated November 13, 2017 between Registrant and HD Special- Situations III, LP (Incorporated by reference to Exhibit 10.4 to Registrant's Quarterly Report on Form 10-Q filed on November 14, 2017)</u></a>
4.7	<a href="#"><u>Voting Agreement, dated as of December 17, 2018, by and among JCH Crenshaw Holdings, LLC and certain stockholders of Registrant (Incorporated by reference to Exhibit B of Amendment No. 8 to Schedule 13D filed by JCH Crenshaw Holdings, LLC and J. Casey Crenshaw on December 28, 2018)</u></a>
4.8	<a href="#"><u>Registration Rights Agreement dated July 26, 2019, by and among Registrant, LNG Investment Company, LLC, and AEGIS NG LLC (Incorporated by Reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed August 1, 2019)</u></a>
4.9	<a href="#"><u>Registration Rights Agreement dated as of August 20, 2019, by and among Registrant and the Investors named therein (Incorporated by reference to Exhibit 4.9 to Registrant's Quarterly Report on Form 10-Q filed November 12, 2019)</u></a>
5.1	<a href="#"><u>*Opinion of Joel Bernstein, Esq.</u></a>
10.1	<a href="#"><u>2019 Long Term Incentive Plan (Incorporated by Reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K Filed December 11, 2019)</u></a>
23.1	<a href="#"><u>*Consent of Independent Registered Public Accounting Firm</u></a>
23.2	<a href="#"><u>*Consent of Joel Bernstein, Esq. (contained in Exhibit 5.1)</u></a>

\* Filed herewith.

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**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) of this section shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.
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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, this 13th day of December 2019.

### STABILIS ENERGY, INC.

By: /s/ James Reddinger  
James Reddinger  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on December 13, 2019.

Signature	Title	
/s/ Casey Crenshaw	Executive Chairman & Chairman of the Board	
/s/ James Reddinger	President, Chief Executive Officer and Director	(Principal Executive Officer)
/s/ Andrew Puhala	Senior Vice President and Chief Financial Officer	(Principal Financial Officer and Principal Accounting Officer)
/s/ James G. Aivalis	Director	
/s/ Ben Broussard	Director	
/s/ Will Crenshaw	Director	
/s/ Arthur Dauber	Director	
/s/ Mushahid Khan	Director	
/s/ Edward Kuntz	Director	
/s/ Peter Mitchell	Director	

Law Offices  
JOEL BERNSTEIN, ESQ.  
2666 Tigertail Avenue  
Suite 104  
Miami, FL 33133

December 13, 2019

Stabilis Energy, Inc.  
10375 Richmond Avenue, Suite 700  
Houston, TX 77042

Greetings:

I have examined the Registration Statement on Form S-8 to be filed by Stabilis Energy, Inc., a Florida corporation, with the Securities and Exchange Commission (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of 1,675,000 shares of your Common Stock, \$.001 par value per share (the "Shares"), which may be issued pursuant to your 2019 Long Term Incentive Plan (the "Plan").

As your counsel in connection with this transaction, I have examined the proceedings taken and am familiar with the proceedings proposed to be taken by you in connection with the issuance and sale of the Shares pursuant to the Plan. It is my opinion that, when issued and sold in the manner described in the Plan, the Shares will be legally and validly issued, fully paid and non-assessable.

I consent to the use of my name wherever appearing in the Registration Statement and the filing of this opinion as an exhibit to the Registration Statement.

Yours very truly,  
/s/Joel Bernstein

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the 2019 Long Term Incentive Plan of Stabilis Energy, Inc., of our report dated March 29, 2019, with respect to the consolidated financial statements of Stabilis Energy, LLC and Subsidiaries, appearing in Registration Statement No. 333-233704, as amended, filed with the Securities and Exchange Commission.

/s/ Ham, Langston & Brezina, L.L.P.

Houston, Texas  
December 13, 2019