

FLOTEK INDUSTRIES INC/CN/  
Form SC 13D/A  
January 19, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 13D/A**

**(Rule 13d-101)**

**(Amendment No. 1)\***

**Under the Securities Exchange Act of 1934**

**Flotek Industries, Inc.**

**(Name of Issuer)**

**Common Stock, \$0.0001 par value**

**(Title of Class of Securities)**

**343389102**

**(CUSIP NUMBER)**

**Praesidium Investment Management Company, LLC**

**1411 Broadway - 29th Floor**

**New York, NY 10018**

**Tel. No.: (212) 821-1495**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**January 15, 2016**

**(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 which is the subject of this Schedule 13D/A, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g) check the following box "

The information required in 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, as amended (the Act ), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

\* 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.

CUSIP No. 343389102

13D/A

1 NAME OF REPORTING PERSONS

2 Praesidium Investment Management Company, LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

3 (a) " (b) "  
SEC USE ONLY

4 SOURCE OF FUNDS\*

5 OO (Funds from Investment Advisory Clients)  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) or 2(e)

6 ..  
CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,324,652  
8 SHARED VOTING POWER

OWNED BY

EACH

0  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

1,400,151  
10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,400,151

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.6%

14 TYPE OF REPORTING PERSON\*

IA

\* SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 343389102

13D/A

1 NAME OF REPORTING PERSONS

Kevin Oram

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

OO (Funds from Investment Advisory Clients)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,324,652

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,400,151

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,400,151

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.6%

14 TYPE OF REPORTING PERSON\*

IN, HC

\* SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 343389102

13D/A

1 NAME OF REPORTING PERSONS

Peter Uddo

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

OO (Funds from Investment Advisory Clients)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,324,652

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,400,151

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,400,151

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.6%

14 TYPE OF REPORTING PERSON\*

IN, HC

\* SEE INSTRUCTIONS BEFORE FILLING OUT



**SCHEDULE 13D/A**

This Amendment No. 1 amends and supplements the information set forth in the Schedule 13D filed on behalf of (i) Praesidium Investment Management Company, LLC, a Delaware limited liability company ( Praesidium ), (ii) Kevin Oram and (iii) Peter Uddo (together with Praesidium and Mr. Oram, the Reporting Persons ) with the United States Securities and Exchange Commission on September 10, 2015 (the Schedule 13D ), relating to shares of common stock, \$0.0001 par value ( Common Stock ), of Flotek Industries, Inc., a Delaware corporation (the Issuer ). All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant.

**Item 2. Identity and Background**

Item 2(a) of the Schedule 13D is hereby amended and restated as follows:

(a) This statement is filed by: (i) Praesidium Investment Management Company, LLC, a Delaware limited liability company ( Praesidium ), (ii) Kevin Oram and (iii) Peter Uddo (together with Praesidium and Mr. Oram, the Reporting Persons ).

Praesidium, in its capacity as investment manager to certain managed accounts and investment fund vehicles on behalf of investment advisory clients (collectively, the Accounts ), has sole power to vote 1,324,652 shares of Common Stock held in the Accounts and to dispose of 1,400,151 shares of Common Stock held in the Accounts. As the managing members of Praesidium, each of Kevin Oram and Peter Uddo may be deemed to control Praesidium.

**Item 3. Source and Amount of Funds**

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The net investment costs (including commissions, if any) of the shares of Common Stock directly owned by the Accounts is approximately \$14.20 per share. The source of these funds for the Accounts was their working capital.

Purchases of some securities for certain Accounts were effected through margin accounts maintained with brokers, which may extend margin credit as and when required to open or carry positions in the margin accounts, subject to applicable federal margin regulations, stock exchange rules and the brokers' credit policies. In such instances, the positions held in the margin accounts may be pledged as collateral security for the repayment of debit balances in the accounts.

**Item 4. Purpose of Transaction**

Item 4 of Schedule 13D is supplemented and superseded, as the case may be, as follows:

This Amendment No. 1 is being filed to report the disposition of Common Stock reported in Item 5(c) that resulted in a more than 1 percent change in beneficial ownership. Since the Reporting Persons' September 10, 2015 filing of Schedule 13D, the Reporting Persons made dispositions of Common Stock in the ordinary course of business and consistent with the investment purpose based on market conditions and other factors.

The Reporting Persons generally intend to dispose of, or cause to be disposed, additional shares of Common Stock depending on market conditions and other factors.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a) - (b) The Reporting Persons beneficially own 1,400,151 shares of Common Stock, which represents 2.6% of the Issuer's outstanding shares of Common Stock. The percentage of beneficial ownership of the Reporting Persons, as reported in this Schedule 13D, was calculated by dividing (i) the total number of shares of Common Stock beneficially owned by the Reporting Persons as of January 15, 2016 as set forth in this Schedule 13D, by (ii) the 53,627,361 shares of Common Stock outstanding as of October 15, 2015, according to the Issuer's Current Report on Form 10-Q filed with the SEC on October 21, 2015.

Praesidium, in its capacity as investment manager to the Accounts, has sole power to vote 1,324,652 shares of Common Stock and the power to dispose of 1,400,151 shares of Common Stock held in the Accounts. As the managing members of Praesidium, each of Kevin Oram and Peter Uddo has sole power to vote 1,324,652 shares of Common Stock and the power to dispose of 1,400,151 shares of Common Stock held in the Accounts.

(c) Transactions in the Issuer's securities by the Reporting Persons during the last sixty days are listed in Annex A attached hereto.

(d) Not Applicable.

(e) As of January 14, 2016 the Reporting Persons ceased to be the beneficial owners of more than five percent of the Issuer's Common Stock.

**Signature**

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

Dated: January 19, 2016

PRAESIDIUM INVESTMENT  
MANAGEMENT COMPANY, LLC

By: /s/ Kevin Oram  
Name: Kevin Oram  
Title: Managing Member

KEVIN ORAM

By: /s/ Kevin Oram

PETER UDDO

By: /s/ Peter Uddo

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**Annex A**

Except as set forth below, there have been no transactions in the Common Stock by the Reporting Persons or, to the knowledge of the Reporting Persons, by any of the other persons named in Item 2 during the past sixty days.

During the past sixty days, inclusive of any transactions effected through 4:00 p.m., New York City time, on January 15, 2016, the Reporting Persons effected the following sales of shares of Common Stock in open market transactions. The Reporting Persons effected the following sales of shares of Common Stock through the Accounts:

<b>Trade Date</b>	<b>Settle Date</b>	<b>Amount Purchased/(Sold)</b>	<b>Price</b>
1/12/2016	1/15/2016	(107,090)	8.56
1/13/2016	1/19/2016	(72,000)	8.02
1/14/2016	1/20/2016	(283,521)	7.77
1/15/2016	1/21/2016	(1,000,000)	7.34