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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 06, 2024

Atlas Energy Solutions Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-41828
(Commission File Number)

93-2154509
(IRS Employer
Identification No.)

5918 W. Courtyard Drive
Suite 500
Austin, Texas
(Address of Principal Executive Offices)

78730
(Zip Code)

Registrant's Telephone Number, Including Area Code: (512) 220-1200

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	AESI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 6, 2024, Atlas Energy Solutions Inc. (the “Company”) announced the appointment of Blake McCarthy as Chief Financial Officer, to be effective as of May 13, 2024.

Mr. McCarthy, age 39, is a seasoned executive with more than 15 years of experience serving in various oil and gas finance, investing and public company roles. Prior to joining the Company, Mr. McCarthy has spent seven years serving in various operational and financial roles at NOV, Inc., most recently as President of NOV Grant Prideco and Vice President of Corporate Development and Investor Relations, where he exercised oversight of the company’s mergers and acquisitions efforts, strategic initiatives, capital allocation, and investor interactions. Prior to joining NOV, Mr. McCarthy was a principal investor with Citadel Global Equities (“Citadel”), covering the global oil and gas industry with a specific focus on the oilfield services sector. Prior to Citadel, Mr. McCarthy was an investment banker with Simmons & Company International. Mr. McCarthy received an A.B. degree from Princeton University.

Mr. McCarthy and the Company executed an offer letter (the “Offer Letter”) effective April 17, 2024 providing that Mr. McCarthy will receive an annual base salary of \$450,000. The Offer Letter also provides that Mr. McCarthy will be eligible for the following additional compensation:

- participation in the Company’s annual bonus plan, with an award target for 2024 set at 100% of base salary (prorated based on his employment date);
- a one-time award of restricted stock units valued at \$650,000, which will vest in three equal installments beginning on the first anniversary of the grant date, subject to his continued employment and the other terms and conditions set forth in the award agreement and the Atlas Energy Solutions Inc. Long-Term Incentive Plan (the “Plan”);
- a long-term incentive award in the amount of \$1,400,000, to be split equally among restricted stock units and performance share units, which will be subject to his continued employment and the other terms and conditions set forth in the applicable award agreements and the Plan; and
- continued eligibility to participate in the Plan.

In connection with his appointment to Chief Financial Officer, Mr. McCarthy will also participate in the Company’s management change in control severance plan. The Company also expects to enter into its standard indemnification agreement with Mr. McCarthy in substantially the same form as those entered into with our other officers, which will require the Company, under the circumstances and to the extent provided for therein, to indemnify Mr. McCarthy to the fullest extent permitted under Delaware law against liability that may arise by reason of his service to the Company, and to advance expenses incurred as a result of any proceeding against him as to which he could be indemnified.

There is no arrangement between Mr. McCarthy and any person pursuant to which he was selected to serve as the Company’s Chief Financial Officer. There are no family relationships between Mr. McCarthy and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer. Mr. McCarthy has no direct or indirect material interest in any existing or currently proposed transaction that would require disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On May 6, 2024, the Company issued a press release announcing the appointment of Mr. McCarthy as the Company’s Chief Financial Officer, effective as of May 13, 2024. A copy of the press release is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2. of Form 8-K, the information contained in this Item 7.01 and the accompanying Exhibit 99.1 shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release of Atlas Energy Solutions Inc., dated May 6, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATLAS ENERGY SOLUTIONS INC.

Date: May 6, 2024

By: /s/ John Turner
Name: John Turner
Title: President, Chief Executive Officer and Chief Financial Officer



Atlas Energy Solutions Announces Appointment of Blake McCarthy as Chief Financial Officer

AUSTIN, Texas – (BUSINESS WIRE) – Atlas Energy Solutions Inc. (NYSE: AESI) (“Atlas” or the “Company”) today announced the appointment of Blake McCarthy as Chief Financial Officer, to be effective May 13, 2024.

John Turner, President and Chief Executive Officer, commented, “We are very excited to have Blake join the Atlas team. His experience in integration, operations, and acquisitions, coupled with his deep understanding of financial markets and the oilfield service industry are a welcome addition to the Company.”

Mr. McCarthy is a seasoned executive with more than 15 years of experience serving in various oil and gas finance, investing, and public company roles. Prior to joining the Company, Mr. McCarthy has spent seven years serving in various operational and financial roles at NOV, Inc., most recently as President of NOV Grant Prideco and Vice President of Corporate Development and Investor Relations. Prior to joining NOV, Mr. McCarthy was a principal investor with Citadel Global Equities, covering the global oil and gas industry with a specific focus on the oilfield services sector. Prior to Citadel, Mr. McCarthy was an investment banker with Simmons & Company International. Mr. McCarthy received an A.B. degree from Princeton University.

About Atlas Energy Solutions

Atlas Energy Solutions Inc. is a leading proppant producer and proppant logistics provider, serving primarily the Permian Basin of West Texas and New Mexico. We operate 12 proppant production facilities across the Permian Basin with a combined annual production capacity of 28 million tons, including both large-scale in-basin facilities and smaller distributed mining units. We manage a portfolio of leading-edge logistics assets, which includes our 42-mile Dune Express conveyor system, which is currently under construction and is scheduled to come online in the fourth quarter of 2024. In addition to our conveyor infrastructure, we manage a fleet of 120 trucks, which are capable of delivering expanded payloads due to our custom-manufactured trailers and patented drop-depot process. Our approach to managing both our proppant production and proppant logistics operations is intently focused on leveraging technology, automation and remote operations to drive efficiencies.

We are a low-cost producer of various high-quality, locally sourced proppants used during the well completion process. We offer both dry and damp sand, and carry various mesh sizes including 100 mesh and 40/70 mesh. Proppant is a key component necessary to facilitate the recovery of hydrocarbons from oil and natural gas wells.

Our logistics platform is designed to increase the efficiency, safety and sustainability of the oil and natural gas industry within the Permian Basin. Proppant logistics is increasingly a differentiating factor affecting customer choice among proppant producers. The cost of delivering sand, even short distances, can be a significant component of customer spending on their well completions given the substantial volumes that are utilized in modern well designs.

We continue to invest in and pursue leading-edge technologies, including autonomous trucking, digital infrastructure, and artificial intelligence, to support opportunities to gain efficiencies in our operations. To this end, we have recently taken delivery of next-generation dredge mining assets to drive efficiencies in our proppant production operations. These technology-focused investments aim to improve our cost structure and also combine to produce beneficial environmental and community impacts.

While our core business is fundamentally aligned with a lower emissions economy, our core obligation has been, and will always be, to our stockholders. We recognize that maximizing value for our stockholders requires that we optimize the outcomes for our broader stakeholders, including our employees and the communities in which we operate. We are proud of the fact that our approach to innovation in the hydrocarbon industry while operating in an environmentally responsible manner creates immense value.

Since our founding in 2017, our core mission has been to improve human beings' access to the hydrocarbons that power our lives while also delivering differentiated social and environmental progress. Our Atlas team has driven innovation and has produced industry-leading environmental benefits by reducing energy consumption, emissions, and our aerial footprint. We call this Sustainable Environmental and Social Progress.

We were founded in 2017 by Ben M. "Bud" Brigham, our Executive Chairman, and are led by an entrepreneurial team with a history of constructive disruption bringing significant and complementary experience to this enterprise, including the perspective of longtime E&P operators, which provides for an elevated understanding of the end users of our products and services. Our executive management team has a proven track record with a history of generating positive returns and value creation. Our experience as E&P operators was instrumental to our understanding of the opportunity created by in-basin sand production and supply in the Permian Basin, which we view as North America's premier shale resource and which we believe will remain its most active through economic cycles.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Statements that are predictive or prospective in nature, that depend upon or refer to future events or conditions or that include the words "may," "assume," "forecast," "position," "strategy," "potential," "continue," "could," "will," "plan," "project," "budget," "predict," "pursue," "target," "seek," "objective," "believe," "expect," "anticipate," "intend," "estimate" and other expressions that are predictions of or indicate future events and trends and that do not relate to historical matters identify forward-looking statements. Examples of forward-looking statements include, but are not limited to, statements about the anticipated financial performance of Atlas following our acquisition of substantially all of the Permian Basin proppant production and logistics businesses and operations of Hi-Crush Inc. (the "Hi-Crush Acquisition"); the expected synergies and efficiencies to be achieved as a result of the Hi-Crush Acquisition; expected accretion to free cash flow and earnings per share; expectations regarding the leverage and dividend profile of Atlas; expansion and growth of Atlas's business; expected production volumes; our business strategy, our industry, our future operations and profitability, expected capital expenditures and the impact of such expenditures on our performance, statements about our financial position, production, revenues and losses, our capital programs, management changes, current and potential future long-term contracts and our future business and financial performance.

Although forward-looking statements reflect our good faith beliefs at the time they are made, we caution you that these forward-looking statements are subject to a number of risks and uncertainties, most of which are difficult to predict and many of which are beyond our control. These risks include but are not limited to: uncertainties as to whether the Hi-Crush Acquisition will achieve its anticipated benefits and projected synergies within the expected time period or at all; Atlas's ability to integrate Hi-Crush Inc.'s operations in a successful manner and in the expected time period; risks that the anticipated tax treatment of the Hi-Crush Acquisition is not obtained; unforeseen or unknown liabilities; unexpected future capital expenditures; potential litigation relating to the Hi-Crush Acquisition; the effect of the completion of the Hi-Crush Acquisition on Atlas's business relationships and business generally; risks that the Hi-Crush Acquisition disrupts current plans and operations of Atlas and its management team and potential difficulties in retaining employees as a result of the Hi-Crush Acquisition; the risks related to Atlas's financing of the Hi-Crush Acquisition; potential negative effects of the Hi-Crush Acquisition on the market price of Atlas's common stock or operating results; commodity price volatility, including volatility stemming from the ongoing armed conflicts between Russia and Ukraine and Israel and Hamas; increasing hostilities and instability in the Middle East; adverse developments affecting the financial services industry; our ability to complete growth projects, including the Dune Express, on time and on budget; the risk that stockholder litigation in connection with our recent corporate reorganization may result in significant costs of defense, indemnification and liability; changes in general economic, business and political conditions, including changes in the financial markets; transaction costs; actions of OPEC+ to set and maintain oil production levels; the level of production of crude oil, natural gas and other hydrocarbons and the resultant market prices of crude oil; inflation; environmental risks; operating risks; regulatory changes; lack of demand; market share growth; the uncertainty inherent in projecting future rates of reserves; production; cash flow; access to capital; the timing of development expenditures; the ability of our customers to meet their obligations to us; our ability to maintain effective internal controls; and other factors discussed or referenced in our filings made from time to time with the U.S. Securities and Exchange Commission ("SEC"), including those discussed under the heading "Risk Factors" in Annual Report on Form 10-K, filed with the SEC on February 27, 2024, and any subsequently filed Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

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