
**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): January 30, 2025

ATLAS ENERGY SOLUTIONS INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41828
(Commission
File Number)

93-2154509
(I.R.S. Employer
Identification Number)

5918 W. Courtyard Drive, Suite 500
Austin, Texas 78730
(Address of Principal Executive Offices) (Zip Code)

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

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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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	AESI	NYSE

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 7.01. Regulation FD Disclosure.

On January 30, 2025, Atlas Energy Solutions Inc. (the “Company”) issued a press release announcing that, subject to market conditions, it intends to conduct an underwritten public offering (the “Offering”) of 10,000,000 shares of its common stock, par value \$0.01 (“Common Stock”), pursuant to a shelf registration statement (the “Registration Statement”) on Form S-3 (File No. 333- 279434) previously filed with the U.S. Securities and Exchange Commission that became effective upon filing on May 15, 2024. In addition, the Company intends to grant the underwriters a 30-day option to purchase up to an additional 1,500,000 shares of Common Stock, on the same terms and conditions. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Description

[99.1](#) [Press Release, dated January 30, 2025.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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

Date: January 30, 2025

ATLAS ENERGY SOLUTIONS INC.

By: /s/ John Turner

Name: John Turner

Title: President and Chief Executive Officer



**Atlas Energy Solutions Announces Commencement of
Underwritten Public Offering of Common Stock**

Austin, TX – January 30, 2025 – Atlas Energy Solutions Inc. (NYSE: AESI) (“Atlas” or the “Company”) today announced the commencement of an underwritten public offering (the “Offering”) of an aggregate of 10,000,000 shares of its common stock, par value \$0.01 per share (“common stock”).

The Company intends to use the net proceeds it receives from the Offering (i) to repay indebtedness, which may include a portion of its secured PIK toggle seller note and outstanding borrowings under its credit facility and term loan credit facility, (ii) to fund a portion of the cash consideration for the Company’s previously announced acquisition of Moser Engine Service, Inc. (d/b/a Moser Energy Systems) (the “Moser Acquisition”), including the election to pay the aggregate transaction consideration in cash in lieu of the issuance of stock consideration (the “Cash Option”) or, if the Cash Option has not been exercised, redemption of the stock consideration, if exercised by the Company, subject to market conditions, and (iii) the remainder, if any, for general corporate purposes, including power-related growth capital expenditures following completion of the Moser Acquisition. The Company expects to close the Moser Acquisition in the first quarter of 2025, subject to customary closing conditions and regulatory approvals. The Moser Acquisition is not contingent upon the completion of this Offering and this Offering is not contingent upon the completion of the Moser Acquisition.

The Company expects to grant the underwriters a 30-day option to purchase up to an additional 1,500,000 shares of common stock at the public offering price, less the underwriting discounts and commissions.

Goldman Sachs & Co. LLC and Piper Sandler & Co. are acting as lead-book running managers for the Offering. The Offering is subject to market and other conditions, and there can be no assurance as to whether or when the Offering may be completed, or as to the actual size or terms of the Offering.

The Offering will be made only by means of a prospectus supplement and the accompanying base prospectus. The Offering is being conducted pursuant to an effective shelf registration statement on Form S-3 (the “Registration Statement”), which was filed with the U.S. Securities and Exchange Commission (the “SEC”) on May 15, 2024, that became effective upon filing and the corresponding prospectus. A preliminary prospectus supplement thereto has been filed with the SEC. Before investing, prospective investors should read the prospectus supplement, the accompanying base prospectus and the documents incorporated by reference therein for more complete information about the Company and the Offering. You may obtain these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, copies of the preliminary prospectus supplement and the accompanying base prospectus related to this Offering, and the final prospectus supplement, when available, may be obtained by contacting:

Goldman Sachs & Co. LLC
Attn: Prospectus Department
200 West Street
New York, NY 10282
Telephone: 1-866-471-2526
Prospectus-ny@ny.email.gs.com

Piper Sandler & Co.
Attn: Prospectus Department
800 Nicollet Mall J12S03
Minneapolis, Minnesota 55402
Telephone: (800) 747-3924
prospectus@psc.com

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful without registration or qualification under the securities laws of any such state or jurisdiction.

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 14 proppant production facilities across the Permian Basin with a combined annual production capacity of 29 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. In addition to our conveyor infrastructure, we manage a fleet of over 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. 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 regarding the size and terms of the Offering and our use of proceeds from the Offering; Atlas's plans to finance the Moser Acquisition; and the receipt of all necessary approvals to close the Moser Acquisition and the timing associated therewith.

Actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those discussed or referenced in our filings made from time to time with the SEC, including those discussed in the Registration Statement and the prospectus supplement relating to this Offering, under the heading “Risk Factors” in our 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, including those discussed in Exhibit 99.3 to our Current Report on Form 8-K filed on January 27, 2025. 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.

Investor Contact

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