

**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 23, 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, 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 8.01. Other Events.**

On May 23, 2025, Atlas Energy Solutions Inc. (the "Company") filed with the Securities and Exchange Commission (the "SEC") a prospectus supplement to the prospectus included in the Company's registration statement on Form S-3ASR (File No. 333-379434), filed with the SEC on May 15, 2024 (the "Registration Statement"), covering the resale from time to time by a certain stockholder of up to an aggregate of 1,727,764 shares of the Company's common stock, par value \$0.01 per share (the "Shares").

A copy of the legal opinion of Vinson & Elkins L.L.P. relating to the validity of the Shares is filed herewith as Exhibit 5.1 and is incorporated herein by reference, and is filed with reference to, and is hereby incorporated by reference into, the Registration Statement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description of Exhibit
<a href="#">5.1</a>	<a href="#">Opinion of Vinson &amp; Elkins L.L.P.</a>
<a href="#">23.1</a>	<a href="#">Consent of Vinson &amp; Elkins L.L.P. (included as part of Exhibit 5.1 hereto).</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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.

Date: May 23, 2025

**ATLAS ENERGY SOLUTIONS INC.**

By: /s/ John Turner

Name: John Turner

Title: President and Chief Executive Officer

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May 23, 2025

Atlas Energy Solutions Inc.  
5918 W. Courtyard Drive, Suite 500  
Austin, Texas 78730

Ladies and Gentlemen:

We have acted as counsel for Atlas Energy Solutions Inc., a Delaware corporation (the “Company”), with respect to certain legal matters in connection the preparation and filing of a Prospectus Supplement (as defined below) relating to the resale from time to time by the selling stockholder named therein of up to 1,727,764 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”). The resale of the Shares is being registered pursuant to a Registration Statement on Form S-3 (Registration No. 333-279434) (the “Registration Statement”) filed with the U.S. Securities and Exchange Commission (the “Commission”) on May 15, 2024, which became effective upon its filing with the Commission, a base prospectus dated May 15, 2024 included in the Registration Statement at the time it originally became effective (the “Base Prospectus”), and a prospectus supplement dated May 23, 2025 filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the “Securities Act”) (the “Prospectus Supplement,” and together with the Base Prospectus, the “Prospectus”).

In connection with the opinions expressed herein, we have examined, among other things, (i) the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws of the Company, (ii) the Registration Statement and the Prospectus, (iii) the records of corporate proceedings that have occurred prior to the date hereof with respect to the Registration Statement and (iv) such other instruments and documents as we consider appropriate for purposes of the opinions hereafter expressed. We have also reviewed such questions of law as we have deemed necessary or appropriate. As to matters of fact relevant to the opinions expressed herein, and as to factual matters arising in connection with our examination of corporate documents, records and other documents and writings, we have relied upon certificates and other communications of corporate officers of the Company, without further investigation as to the facts set forth therein.

In connection with rendering the opinions set forth below, we have assumed that (i) all information contained in all documents reviewed by us is true and correct; (ii) all signatures on all documents examined by us are genuine; and (iii) all documents submitted to us as originals are authentic and all documents submitted to us as copies conform to the originals of those documents.

Based upon the foregoing, and subject to the assumptions, qualifications, limitations, and exceptions set forth herein, we are of the opinion that the Shares have been legally issued and are fully paid and nonassessable.

Vinson & Elkins LLP Attorneys at Law  
Austin Dallas Denver Dubai Houston London Los Angeles  
New York Richmond San Francisco Tokyo Washington

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The foregoing opinions are limited to the Delaware General Corporation Law (including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting these laws) and the federal laws of the United States of America, and we are expressing no opinion as to the effect of the laws of any other jurisdiction, domestic or foreign.

We hereby consent to the filing of this opinion as an exhibit to the Company’s Current Report on Form 8-K dated on or about the date hereof, to the incorporation by reference of this opinion into the Registration Statement and to the reference to our firm in the Prospectus Supplement under the caption “Legal Matters.” In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.