

# FORM 4

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

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| OMB APPROVAL                                   |           |
| OMB Number:                                    | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br><b>Layton Mark E.</b> |                                      | 2. Issuer Name and Ticker or Trading Symbol<br><b>Mammoth Energy Services, Inc. [TUSK]</b> |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>CFO and Secretary</b> |   |            |       |   |  |   |
|--|--------------------------------------|--|---|---|---|------------|-------|---|--|---|
| (Last)<br><b>4727 GAILLARDIA PARKWAY, SUITE 200</b>                | (First)<br><b></b>                   | (Middle)<br><b></b>  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>10/19/2016</b>                   |   |   |            |       |   |  |   |
| (Street)<br><b>OKLAHOMA CITY, OK 73142</b>                         |                                      |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |            |       |   |  |   |
| (City)   | (State)                              | (Zip)  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |   |            |       |   |  |   |
| 1. Title of Security (Instr. 3)                                    | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year)   | 3. Transaction Code (Instr. 8)  |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|  |                                      |  | Code  | V   | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock   | 10/19/2016                           |  | P   |   | 3,000<br><u>(1)</u>   | A          | \$ 15 | 3,000   | D  |   |
| Common Stock   | 10/19/2016                           |  | A   |   | 15,000<br><u>(2)</u>  | A          | \$ 0  | 18,000  | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |  |  |
|  |  |                                      |  |                                |   |   |     |  |                 |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Layton Mark E.<br>4727 GAILLARDIA PARKWAY, SUITE 200<br>OKLAHOMA CITY, OK 73142 |               |           | CFO and Secretary |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ Mark Layton                                |  | 10/21/2016          |
| <small>**Signature of Reporting Person</small> |  | <small>Date</small> |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) These shares of common stock, par value \$0.01 per share (the "Common Stock"), of Mammoth Energy Services, Inc. (the "Issuer") were purchased under the directed share program in connection with the Issuer's initial public offering (the "IPO"). The underwriters reserved for sale at the IPO price up to 5% of the Common Stock being offered in the IPO for sale to the Issuer's employees, executive officers, directors, business associates and related persons at the public offering price. Shares of Common Stock bought by the reporting person in the directed share program are subject to a lock-up agreement entered into by the reporting person in connection with the IPO.
- (2) These securities are restricted stock units that were granted under the Issuer's 2016 Equity Incentive Plan. All of these units will vest in four equal annual installments beginning on October 19, 2017. Each restricted stock unit represents a contingent right to receive one share of Common Stock of the Issuer.

### Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

MAMMOTH ENERGY SERVICES, INC.

LIMITED POWER OF ATTORNEY FOR SECTION 13 AND SECTION 16 FILINGS

I, Mark Layton, of 4727 Gallardia Parkway, Suite 200, Oklahoma City, Oklahoma 73142, do hereby make, constitute and appoint Arty Straehla, my true and lawful attorney for the purposes hereinafter set forth, effective as of this 9th day of October, 2016.

References in this limited power of attorney to "my Attorney" are to each of the persons named above and to the person or persons substituted hereunder pursuant to the power of substitution granted herein.

I hereby grant to my Attorney, for me and in my name, place and stead, the power:

1. To execute for and on my behalf, in my capacity as a stockholder of Mammoth Energy Services, Inc., a Delaware corporation (the "Company"), any Schedule 13D and Schedule 13G, and all and any amendments thereto, in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder (the "Exchange Act");
2. To execute for and on my behalf, in my capacity as an officer, director and/or stockholder of the Company, Form 3, Form 4, and Form 5, and all and any amendments thereto, in accordance with Section 16(a) of the Exchange Act;
3. To do and to perform any and all acts for and on my behalf that may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5, or any amendment thereto, and to timely file such schedule, form or amendment thereto with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and
4. To take any other action of any type whatsoever that, in the opinion of my Attorney, may be necessary or desirable in connection with the foregoing grant of authority, it being understood that the documents executed by my Attorney pursuant to this limited power of attorney shall be in such form and shall contain such terms and conditions as my Attorney may approve.

I hereby grant to my Attorney full power and authority to do and to perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my Attorney shall lawfully do or cause to be done by virtue of this limited power of attorney and the rights and powers herein granted. I acknowledge and agree that neither my Attorney nor the Company is assuming any of my responsibilities to comply with the Exchange Act.

This limited power of attorney shall remain in full force and effect until I am no longer required to file any Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 with respect to my holdings of, and transactions in, securities of the Company, unless earlier revoked by me in a signed writing delivered to each of my Attorneys and the substitutes therefore, if any. This limited power of attorney may be filed with the SEC as a confirming statement of the authority granted herein.

[Signature Page Attached]

IN WITNESS WHEREOF, I have hereunto set my hand to this instrument on the date first above written.

/s/ Mark Layton  
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Mark Layton

STATE OF Oklahoma  
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COUNTY OF Oklahoma  
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Before me, Reta Badley, on this day personally appeared Mark Layton, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 9 day of October, 2016.

/s/ Reta Badley

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Notary Public

My Commission Expires: March 10, 2020  
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[Affix Notary Seal]