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FLOTEK INDUSTRIES INC/CN/
Form SC 13D/A
February 14, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

FLOTEK INDUSTRIES, INC.

(Name of Issuer)

COMMON STOCK, \$0.0001 PAR VALUE PER SHARE

(Title of Class of Securities)

343389 10 2

(CUSIP Number)

Robert S. Beall
5300 Miramar Lane
Colleyville, Texas 76034
(817) 545-7938

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

December 24, 2002

(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)

Robert S. Beall

2. Check the Appropriate Box If a Member of a Group (See Instructions)

(a) []

(b) []

3. SEC Use Only

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4. Source of Funds
PF

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

Number of Shares
Beneficially Owned By
Each Reporting Person
With

7. Sole Voting Power
493,810

8. Shared Voting Power
0

9. Sole Dispositive Power
493,810

10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

493,810

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
[]

13. Percent of Class Represented by Amount in Row (11)

8.9%

14. Type of Reporting Person

IN

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.
SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

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Item 1. Security and Issuer

This Statement relates to the Common Stock, \$0.0001 par value per share of Flotek Industries, Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 7030 Empire Central Drive, Houston, Texas 77040.

Item 2. Identity and Background

- (a) This Statement is filed by Robert S. Beall.
- (b) Robert S. Beall resides at 5300 Miramar Lane, Colleyville, Texas 76034.
- (c) Mr. Beall is a director of the Company and is employed by R. S. Beall Investment, Inc.
- (d) Mr. Beall has not been convicted in a criminal proceeding during the last five years (excluding traffic violations or similar misdemeanors).
- (e) During the past five years, Mr. Beall was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which Mr. Beall was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Mr. Beall is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration

No change.

Item 4. Purpose of Transaction

No change, except to disclose the following transaction since the filing of the original Schedule 13D on November 14, 2001:

On December 24, 2002, Mr. Beall acquired 200,000 shares of the Company's common stock from Mr. Glenn Penny, President and Director of the Company, for \$0.50 per share using personal funds of Mr. Robert S. Beall, a Director of the Company.

Item 5. Interest in Securities of the Issuer

(a) Because of the acquisition of shares Mr. Beall is now the direct beneficial owner of 493,810 shares, or approximately 8.9% of the 5,521,670 shares of common stock of the Company that were issued and outstanding on December 24, 2002.

(b) No change

(c) No change, except to disclose the following transaction since the filing of the original Schedule 13D on November 14, 2001:

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On December 24, 2002, Mr. Beall acquired 200,000 shares of the Company's common stock for \$0.50 per share.

Except as disclosed herein, there have been no transactions in securities of the Issuer during the past sixty days.

(d) No change.

(e) No change.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No change.

Item 7. Material to be Filed as Exhibits.

None

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: February 14, 2003

/s/ Robert S. Beall

Robert S. Beall