TETRA TECHNOLOGIES INC
Form 424B5
June 16, 2016
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-210335

PROSPECTUS SUPPLEMENT

(To prospectus dated April 13, 2016)

10,000,000 Shares

TETRA Technologies, Inc.

Common Stock

We are selling 10,000,000 shares of our common stock.

Our shares trade on the New York Stock Exchange under the symbol TTI. On June 15, 2016 the last sale price of the shares as reported on the New York Stock Exchange was $6.38 per share.

Investing in our common stock involves risks, including those described or referenced under Risk Factors on page S-6 of this prospectus supplement.

	Per Share	Total
Public offering price	$5.50	$55,000,000
Underwriting discounts(1)	$.2475	$2,475,000
Proceeds, before expenses, to us	$5.2525	$52,525,000

(1) Please read Underwriting (Conflicts of Interest) for a description of all underwriting compensation payable in connection with this offering.

The underwriters may also exercise their option to purchase up to an additional 1,500,000 shares from us, at the public offering price, less the underwriting discount, for 30 days after the date of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about June 21, 2016.

Joint Book-Running Managers

BofA Merrill Lynch **Wells Fargo Securities**

Co-Managers

J.P. Morgan **RBC Capital Markets** **DNB Markets** **Comerica Securities**

The date of this prospectus supplement is June 16, 2016.

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Prospectus Supplement

Prospectus

ABOUT THIS PROSPECTUS

This document is in two parts. This prospectus supplement, which describes the terms of this offering of shares of our common stock, adds to, updates and changes the information contained in the accompanying prospectus, which provides more general information. Generally, when we refer to the prospectus, we are referring to this prospectus supplement and the accompanying prospectus combined. If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. Before you invest in shares of our common stock, you should carefully read this prospectus supplement, along with the accompanying prospectus, in addition to the information contained in the documents incorporated by reference into this prospectus supplement and referred to under the heading Where You Can Find More Information in this prospectus supplement and the accompanying prospectus.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus filed with the Securities and Exchange Commission, or SEC, and used or referred to in an offering to you of these securities. We

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have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where offers and sales are permitted. The information contained or incorporated by reference in this prospectus supplement is accurate only as of the date of this prospectus supplement, regardless of the time of delivery of this prospectus supplement or any related free writing prospectus or any sale of our common stock. Our business, financial condition, results of operations and prospects may have changed since that date.

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SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus or incorporated herein or therein by reference. This summary does not contain all of the information that may be important to you. You should read this entire prospectus supplement and the accompanying prospectus carefully, including the risks discussed under Risk Factors and Cautionary Comment Regarding Forward-Looking Statements included elsewhere in this prospectus supplement and the consolidated financial statements and notes thereto and other information incorporated by reference herein or in the accompanying prospectus. Unless otherwise indicated or unless the context otherwise requires, all references in this prospectus to TETRA, TETRA Technologies, our company, we, our, us or similar references mean TETRA Technologies, Inc. and its consolidated subsidiaries.

OUR COMPANY

We are a geographically diversified oil and gas services company, focused on completion fluids and associated products and services, water management, frac flowback, production well testing, offshore rig cooling, compression services and equipment, and selected offshore services including well plugging and abandonment, decommissioning, and diving. We also have a limited domestic oil and gas production business. We are composed of five reporting segments organized into four divisions Fluids, Production Testing, Compression, and Offshore.

Our Fluids Division manufactures and markets clear brine fluids, additives, and associated products and services to the oil and gas industry for use in well drilling, completion, and workover operations in the United States and in certain countries in Latin America, Europe, Asia, the Middle East, and Africa. The division also markets liquid and dry calcium chloride products manufactured at its production facilities or purchased from third-party suppliers to a variety of markets outside the energy industry. The Fluids Division also provides North American onshore oil and gas operators with comprehensive water management services.

Our Production Testing Division provides frac flowback, production well testing, offshore rig cooling, and other associated services in many of the major oil and gas producing regions in the United States, Mexico, and Canada, as well as in certain basins in certain regions in South America, Africa, Europe, the Middle East, and Australia.

Our Compression Division is a provider of compression services and equipment for natural gas and oil production, gathering, transportation, processing, and storage. The Compression Division s equipment and parts sales business includes the fabrication and sale of standard compressor packages, custom-designed compressor packages, and oilfield fluid pump systems designed and fabricated at the division s facilities, as well as the sale of compressor package parts and components manufactured by third-party suppliers. The Compression Division s aftermarket services business provides compressor package reconfiguration and maintenance services. The Compression Division provides its services and equipment to a broad base of natural gas and oil exploration and production, midstream, transmission, and storage companies operating throughout many of the onshore producing regions of the United States as well as in a number of foreign countries, including Mexico, Canada, and Argentina.

Our Offshore Division consists of two operating segments: Offshore Services and Maritech. The Offshore Services segment provides: (1) downhole and subsea services such as well plugging and abandonment and workover services; (2) decommissioning and certain construction services utilizing heavy lift barges and various cutting technologies with regard to offshore oil and gas production platforms and pipelines; and (3) conventional and saturation diving services.

The Maritech segment is a limited oil and gas production operation. During 2011 and the first quarter of 2012, Maritech sold substantially all of its oil- and gas-producing property interests. Maritech s operations

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consist primarily of the ongoing abandonment and decommissioning associated with its remaining offshore wells and production platforms. Maritech intends to acquire a portion of these services from the Offshore Division s Offshore Services segment.

We continue to pursue a long-term growth strategy that includes expanding our existing core businesses, with the exception of the Maritech segment, through internal growth and acquisitions, domestically and internationally.

Recent Developments

As previously disclosed in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, we determined, based upon financial forecasts and market conditions as of May 10, 2016, that it was reasonably possible that we would not be in compliance with our interest coverage ratio covenant under our revolving credit agreement (the Credit Agreement) as of September 30, 2016, and that we were in discussions with our lenders for amendments to our Credit Agreement as well as our senior note agreements with regard to those interest coverage ratio covenants. We were in compliance with the interest coverage ratio covenants and all other financial covenants under the Credit Agreement and our senior note agreements as of March 31, 2016, including a leverage ratio of 2.08x as compared to 3.0x maximum leverage ratio allowed under our Credit Agreement.

During the second quarter of 2016, we drew down a total of $110.0 million on our Credit Agreement. We used these proceeds to (i) purchase for cash the notes tendered in our previously announced tender offers (the 2010 Notes and 2013 Notes Tender Offers) for our outstanding 5.09% Senior Notes, Series 2010-A (the 2010-A Notes), and 5.67% Senior Notes, Series 2010-B, (the 2010-B Notes and collectively with the 2010-A Notes, the 2010 Notes) and our 4.00% Senior Notes, Series 2013 (the 2013 Notes) in the aggregate principal amount of $100,000,000, and (ii) redeem $10.0 million of our Senior Secured Notes due April 1, 2017 (the Senior Secured Notes), reducing the outstanding principal amount of the Senior Secured Notes to $30 million as of June 13, 2016. As of June 13, 2016, there was $148 million outstanding under our Credit Agreement resulting in an availability of $68.9 million, subject to compliance with financial covenants and other provisions of the Credit Agreement that limit borrowings thereunder.

Based on financial forecasts and market conditions as of June 13, 2016, we have now determined that there is a significant level of uncertainty as to whether we will be in compliance with the interest coverage ratio covenant under our Credit Agreement as of September 30, 2016. Our interest coverage ratio is based on our EBITDA less a calculated amount of maintenance capital expenditures rather than actual maintenance capital expenditures, for the last quarterly trailing twelve-month period. For the quarter ending September 30, 2016, we estimate that the calculated deduction for maintenance capital expenditures will be in excess of our projected capital expenditures for the last quarterly trailing twelve-month period as of September 30, 2016, and this excess may result in our inability to comply with the interest coverage ratio covenant as of September 30, 2016.

We have advanced the discussions that we previously disclosed with our lenders to eliminate these covenants and replace them with more conventional fixed charge coverage ratio covenants. We recently received a non-binding term sheet from the administrative agent under our Credit Agreement that provides for a fixed charge coverage ratio covenant in lieu of the existing interest coverage ratio covenant. The proposed fixed charge coverage ratio compares our EBITDA minus (i) cash income tax expense, (ii) non-financed capital expenditures, and (iii) cash dividends and distributions to our interest expense plus scheduled principal payments and stock repurchases. In exchange for this change in covenants, the non-binding term sheet contemplates other amendments to the Credit Agreement including, among others, (i) our providing collateral to secure the credit facility, (ii) an increase in the leverage ratio from 3.00x to 4.00x through June 30, 2018, with subsequent step downs, and (iii) an increase in the applicable interest rate margins based upon our leverage ratio. We believe we

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will be able to obtain these anticipated amendments without a reduction in the $225 million commitment level under our Credit Agreement. We have been notified by the administrative agent under the Credit Agreement that these proposed amendments to our Credit Agreement are supported by lenders holding a sufficient amount of the loans necessary to approve such amendments, subject to acceptable documentation and an agreement with GSO Tetra Holding LP (GSO), the holder of our 11.0% Series 2015 Senior Notes in the outstanding principal amount of $125 million (the 11.0% Series 2015 Senior Notes), on comparable terms. We have also recently received a non-binding term sheet from GSO that provides for a similar replacement of the interest coverage ratio covenant with a fixed charge coverage ratio covenant, as well as other proposed amendments to the related note purchase agreement (the Note Purchase Agreement), including, among others, an increase in the leverage ratio from 3.50x to 4.50x through March 31, 2018, with subsequent step downs. We do not anticipate that the applicable interest rate under the 11.0% Series 2015 Senior Notes will be changed in the amendment. We believe we will be able to consummate the required amendments reflected in both of these non-binding term sheets promptly following this offering and are in active negotiations with our lenders regarding these amendments. However, these amendments are subject to the satisfaction of certain conditions and our lenders are under no obligation to agree to the proposed amendments. Accordingly, there is no assurance that we will be successful in amending our Credit Agreement and the Note Purchase Agreement to eliminate the interest coverage ratio covenant as anticipated by the respective term sheets. We anticipate paying off the remaining $30 million of our Senior Secured Notes prior to September 30, 2016 with drawdowns on our Credit Agreement.

If we are unable to complete the anticipated amendments to our Credit Agreement and Note Purchase Agreement or obtain a waiver to our anticipated interest coverage ratio covenant breaches, and we are not in compliance with this covenant as of September 30, 2016, an event of default will occur under our Credit Agreement. Any such event of default under our Credit Agreement would allow the lenders to terminate their commitments and to accelerate all indebtedness outstanding thereunder. The significant uncertainty with respect to compliance with our interest coverage ratio covenant for the period ending September 30, 2016 raises a substantial doubt about our ability to continue as a going concern. In addition, the acceleration of the loans under our Credit Agreement will constitute a default under our Senior Secured Notes and our 11.0% Series 2015 Senior Notes giving the holders of such notes the right to accelerate all indebtedness outstanding thereunder. However, we believe that if the amendments are finalized as expected and executed, they will resolve the covenant issue described above and eliminate any doubt regarding our ability to continue as a going concern.

Our Executive Offices

Our corporate headquarters are located at 24955 Interstate 45 North in The Woodlands, Texas. Our phone number is (281) 367-1983 and our website is accessed at www.tetratec.com. Information on our website is not incorporated into this prospectus or our other securities filings and is not a part of this prospectus.

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The Offering

Issuer	TETRA Technologies, Inc.
Common stock offered by us	10,000,000 shares
Option to purchase additional common stock	The underwriters may purchase up to an additional 1,500,000 shares of our common stock within 30 days of the date of this prospectus supplement.
Common stock to be outstanding after the offering	90,494,679 shares, or 91,994,679 shares if the underwriters exercise in full their option to purchase an additional 1,500,000 shares.[(1)]
Use of proceeds	We intend to use the net proceeds of approximately $52,025,000 million from the offering, after deducting underwriting discounts and estimated offering expenses, to repay indebtedness outstanding under our senior secured notes and revolving credit facility and for general corporate purposes.
Conflicts of Interest	Affiliates of Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC are lenders under our revolving credit facility and an affiliate of Wells Fargo Securities, LLC is a holder of our senior secured notes. Because each will receive 5% or more of the net proceeds of this offering due to the repayment of the senior secured notes and a portion of the revolving credit facility by us, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC are deemed to have a conflict of interest under Rule 5121, or FINRA Rule 5121, of the Financial Industry Regulatory Authority, Inc., or FINRA. Accordingly, this offering is being made in compliance with the requirements of FINRA Rule 5121. The appointment of a qualified independent underwriter is not required in connection with this offering as a bona fide public market, as defined in FINRA Rule 5121, exists for our common stock. See Use of Proceeds and Underwriting (Conflicts of Interest).
Exchange listing	Our common stock is listed on the New York Stock Exchange under the symbol TTI.
Risk factors	

	An investment in our common stock is subject to risks. Please refer to Risk Factors, and Cautionary Comment Regarding Forward-Looking Statements, together with all of the other information set forth in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein, before deciding to invest in shares of our common stock.
Transfer agent	Computershare Trust Company, N.A.

(1) The shares outstanding after this offering are based on 80,494,679 shares outstanding at June 14, 2016.

Summary Financial Information

Our summary historical consolidated financial information as of and for the periods ended December 31, 2015, 2014 and 2013 is derived from our audited historical consolidated financial statements prepared in accordance with generally accepted accounting principles, or GAAP. Our summary historical consolidated financial information as of and for the periods ended March 31, 2016 and 2015 is derived from our unaudited historical consolidated financial statements prepared in accordance with GAAP. This financial information should be read in conjunction with our historical consolidated financial statements and the notes to those statements included in our Annual Report on Form 10-K for the year ended December 31, 2015 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, which are incorporated herein by reference.

	Year Ended December 31,			Three Months Ended March 31	
	2015	2014	2013	2016	2015
				(unaudited)	
	(In thousands, except share and per share data)				
Statement of Operations Data					
Revenues	$ 1,130,145	$ 1,077,567	$ 909,398	$ 169,329	$ 251,092
Cost of Revenues	940,909	982,523	774,006	164,718	205,005
Gross profit	189,236	95,044	135,392	4,611	46,087
General and administrative expenses	157,812	142,689	131,466	33,611	35,269
Goodwill impairment	177,006	64,295		106,205	
Interest expense, net	50,514	31,998	17,121	14,639	13,793
Other (income) expense, net	5,667	13,933	(13,067)	(704)	(921)
Loss before taxes	(201,763)	(157,871)	(128)	(149,140)	(2,054)
Provision (benefit) for income taxes	7,704	9,704	(3,454)	(1,409)	1,568
Net income (loss)	(209,467)	(167,575)	3,325	(147,731)	(3,622)
Income (loss) attributable to noncontrolling interest	83,284	(2,103)	(3,172)	59,406	(825)
Net income (loss) attributable to TETRA stockholders	$ (126,183)	$ (169,678)	$ 153	$ (88,325)	$ (4,447)
Net income (loss) per share attributable to TETRA stockholders					
Basic and diluted	$ (1.59)	$ (2.16)	$	$ (1.11)	$ (0.06)
Weighted average number of common shares outstanding used in computing per share amounts:					
Basic	79,169	78,600	77,954	79,421	78,907
Diluted	79,169	78,600	78,840	79,421	78,907
Balance sheet data (end of period):					
Cash and cash equivalents	$ 23,057	$ 48,384	$ 38,754	$ 25,833	$ 34,516
Working capital	170,158	121,999	200,913	152,079	116,640

Total assets		1,656,376		2,082,388		1,206,533		1,437,304	2,028,875
Long-term debt, net of current portion		873,402		844,961		387,727		841,366	859,785
Total current liabilities		185,246		378,460		173,026		142,234	342,549
Total TETRA stockholders equity		241,217		369,713		555,541		155,621	356,679
Cash flow data from continuing operations:									
Net cash provided by operating activities	$	195,951	$	108,645	$	49,656	$	25,261	$ 27,815
Net cash used in investing activities		(114,987)		(967,739)		(100,025)		(1,992)	(46,349)
Net cash provided by (used in) financing activities		(103,437)		871,644		15,734		(20,538)	5,636

During the three months ended March 31, 2016, we adopted Accounting Standards Update No. 2015-03 whereby certain deferred finance costs were reclassified on our consolidated balance sheet.

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RISK FACTORS

An investment in our common stock involves various risks. You should carefully consider the matters discussed under Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015, as amended, as well as other information we have provided in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference, before reaching a decision regarding an investment in our common stock. The risks described below and cross-referenced in the documents above are not the only risks we face. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations.

Risks Related to Our Common Stock and This Offering

Our common stock has experienced, and may continue to experience, price volatility.

The market price of our common stock may decline from its current levels in response to various factors and events beyond our control, including the following:

- operating results that vary from the expectations of securities analysts and investors;
- changes in expectations regarding our future financial performance, including financial estimates by securities analysts and investors;
- general conditions in our industry, including levels of government funding for infrastructure projects;
- announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships, joint ventures, financings or capital commitments;
- changes in laws and regulations;
- general economic and competitive conditions;
- the limited trading volume of our common stock;
- our issuance of a significant number of shares of our common stock, including upon exercise of employee stock options or warrants; and
- the other risk factors described herein or incorporated by reference from our Annual Report on Form 10-K for the year ended December 31, 2015, as amended.

We currently do not intend to pay dividends on our common stock and, consequently, you will achieve a positive return on your investment in our common stock only if the market price of our common stock appreciates above the price that you pay for it.

We have never paid any cash dividends on our common stock. For the foreseeable future, we intend to retain any earnings in our business, and we do not anticipate paying any cash dividends. Whether or not we declare any dividends will be at the discretion of the Board of Directors considering then-existing conditions, including our financial condition and results of operations, capital requirements, bonding prospects, contractual restrictions (including those under our debt agreements), business prospects and other factors that our Board of Directors considers relevant. Consequently, your only opportunity to achieve a return on your investment in our company will be if the market price of our common stock appreciates and you are able to sell your shares at a profit.

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Future sales or the possibility of future sales of our common stock in the public market could lower our stock price.

Our directors and executive officers will beneficially own approximately 2.55 million shares of our common stock after completion of this offering. These stockholders will be free to sell those shares, subject to the limitations of Rule 144 or Rule 144(k) under the Securities Act, and, subject to certain exceptions, the 60-day lock-up agreements that these stockholders have entered into with the underwriter. In addition, approximately 125,000 shares held by our directors and officers are not, and additional shares to be issued pursuant to our long-term incentive plan in satisfaction of approximately $2.1 million of bonuses earned for 2015 performance under our cash incentive compensation plan, based on the share price of our common stock at the time of issuance, would not be, subject to the restrictions set forth in such lock-up agreements. Registration of these restricted shares of common stock would permit their sale into the public market immediately. We cannot predict when these stockholders may sell their shares or in what volumes. However, the market price of our common stock could decline significantly if these stockholders sell a large number of shares into the public market after this offering or if the market believes that these sales may occur.

We may also issue our common stock from time to time as consideration for future acquisitions and investments. In the event that any such acquisition or investment is significant, the number of shares of our common stock that we may issue could in turn be significant. In addition, we may also grant registration rights covering those shares in connection with any such acquisition and investment.

We cannot predict the size of future issuances of our common stock or the effect, if any, that future issuances and sales of our common stock will have on the market price of our common stock. Sales of substantial amounts of our common stock (including shares of our common stock issued in connection with an acquisition or compensation or incentive plan), or the perception that sales could occur, may adversely affect prevailing market prices for our common stock.

Delaware law and our charter documents may impede or discourage a takeover or change of control.

Certain provisions of our certificate of incorporation, our bylaws and the provisions of Delaware law, individually or collectively, may impede a merger, takeover or other business combination involving us or discourage a potential acquirer from making a tender offer for our common stock, which could affect the market price of our common stock.

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CAUTIONARY COMMENT REGARDING FORWARD-LOOKING STATEMENTS

Some information contained in this prospectus, any prospectus supplement and in the documents we incorporate by reference herein and therein may contain certain statements (other than statements of historical fact) that constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or Exchange Act. Forward-looking statements generally can be identified by the use of words such as anticipates , assumes , believes, budgets , could, estimates, expects , forecasts , goal , intends , may , might , plans , predicts , proje should , targets , will , and would or similar expressions that convey the uncertainty of future events, activities, expectations or outcomes. However, these are not the exclusive means of identifying forward-looking statements.

Where any forward-looking statement includes a statement of the assumptions or bases underlying such forward-looking statement, we caution that, while we believe these assumptions or bases to be reasonable and to be made in good faith, assumed facts or bases almost always vary from actual results, and the difference between assumed facts or bases and actual results could be material, depending on the circumstances. It is important to note that actual results could differ materially from those projected by such forward-looking statements.

Although we believe that the expectations in our forward-looking statements are reasonable, we cannot give any assurance that those expectations will be correct. Our operations are subject to numerous uncertainties, risks and other influences, many of which are outside our control and any of which could materially affect our results of operations and ultimately prove the statements we make to be inaccurate.

Factors that could cause our results to differ materially from the results discussed in such forward-looking statements include, but are not limited to, the following:

- economic and operating conditions that are outside of our control, including the supply, demand, and prices of crude oil and natural gas;
- the levels of competition we encounter;
- the activity levels of our customers;
- the availability of adequate sources of capital to us;
- our ability to comply with contractual obligations, including those under our financing arrangements;
- our operational performance;
- risks related to acquisitions and our growth strategy;

the availability of raw materials and labor at reasonable prices;

risks related to our foreign operations;

the effect and results of litigation, regulatory matters, settlements, audits, assessments, and contingencies;

information technology risks including the risk from cyberattack; and

other risks and uncertainties under Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015 and in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2016.

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The risks and uncertainties referred to above are generally beyond our ability to control and we cannot predict all the risks and uncertainties that could cause our actual results to differ from those indicated by the forward-looking statements. If any of these risks or uncertainties materialize, or if any of the underlying assumptions prove incorrect, actual results may vary from those indicated by the forward-looking statements, and such variances may be material.

All subsequent written and oral forward-looking statements made by or attributable to us or to persons acting on our behalf are expressly qualified in their entirety by reference to these risks and uncertainties. You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement, and we undertake no obligation to update or revise any forward-looking statements we may make, except as may be required by law.

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USE OF PROCEEDS

We estimate that our net proceeds from the sale of 10,000,000 shares of our common stock in this offering will be approximately $52,025,000 million ($59,903,750 million if the underwriters option to purchase additional shares is exercised in full), after deducting estimated underwriting discounts and estimated offering expenses.

We intend to use the net proceeds from this offering to repay indebtedness outstanding under our Senior Secured Notes and Credit Agreement and for general corporate purposes.

At June 13, 2016, we had $148 million of borrowings outstanding under our $225.0 million Credit Agreement, with JPMorgan Chase Bank, N.A., as administrative agent, and the lenders from time to time party thereto. In addition, we had $8.1 million in letters of credit and guarantees against the credit facility. Of the amount outstanding under our Credit Agreement, $65.0 million was incurred on June 3, 2016 to repay our 5.09% Senior Notes, Series 2010-A and our 5.67% Senior Notes, Series 2010-B; $35.0 million was incurred on May 25, 2016 to repay our 4.00% Senior Notes, Series 2013; and an aggregate of $20.0 million was incurred in February and May 2016 to repay portions of our Senior Secured Notes. The average interest rate on the loans outstanding under our Credit Agreement during the three months ended March 31, 2016 was approximately 2.985%. Outstanding indebtedness under our Credit Agreement is payable on September 30, 2019.

At June 13, 2016, we had $30.0 million of Senior Secured Notes outstanding, which were initially purchased by Wells Fargo Energy Capital, Inc. The average interest rate on the Senior Secured Notes outstanding during the three months ended March 31, 2016 was approximately 5.75%. The Senior Secured Notes are due April 1, 2019.

Affiliates of Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC are lenders under our revolving credit facility, and an affiliate of Wells Fargo Securities, LLC is a purchaser of our Senior Secured Notes, and such affiliates will receive a portion of the net proceeds from this offering in the form of the repayment of borrowings under our Credit Agreement and Senior Secured Notes. See Underwriting (Conflicts of Interest).

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PRICE RANGE OF COMMON STOCK

Our common stock is traded on the New York Stock Exchange under the symbol TTI. The quarterly market high and low sales prices for our common stock for 2014, 2015 and 2016 are summarized below:

	Price per share	
	High	**Low**
2016		
Second Quarter (through June 14, 2016)	$ 7.75	$ 4.91
First Quarter	$ 7.81	$ 4.62
2015		
Fourth Quarter	$ 6.84	$ 4.72
Third Quarter	$ 7.52	$ 5.85
Second Quarter	$ 7.76	$ 4.62
First Quarter	$ 9.44	$ 5.66
2014		
Fourth Quarter	$ 12.84	$ 9.92
Third Quarter	$ 13.43	$ 10.87
Second Quarter	$ 12.11	$ 9.25
First Quarter	$ 10.96	$ 4.90

On June 14, 2016, the closing sale price of our common stock as reported on the NYSE was $6.41 per share. As of March 4, 2016, there were approximately 381 holders of record of our common stock. The number of record holders does not include holders of shares in street name or persons, partnerships, associations, corporations or other entities identified in security position listing maintained by depositories.

DIVIDEND POLICY

We have never paid any cash dividends on our common stock. For the foreseeable future, we intend to retain any earnings in our business, and we do not anticipate paying any cash dividends. Whether or not we declare any dividends will be at the discretion of our Board of Directors considering then-existing conditions, including the Company s financial condition and results of operations, capital requirements, bonding prospects, contractual restrictions (including those under our debt agreements), business prospects and other factors that our Board of Directors considers relevant.

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CAPITALIZATION

The following table sets forth our cash, cash equivalents and capitalization as of March 31, 2016:

- on an actual basis;

- on an as adjusted basis reflecting the application of the net proceeds from this offering, assuming no exercise of the underwriters option to purchase additional shares and after deducting approximately $2.5 million for underwriting discounts and estimated offering expenses of approximately $500 thousand, as set forth under Use of Proceeds.