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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Hi-Crush Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

90-0840530
(I.R.S. Employer
Identification No.)

1330 Post Oak Blvd, Suite 600
Houston, TX
(Address of Principal Executive Office)

77056
(Zip Code)

HI-CRUSH INC. LONG TERM INCENTIVE PLAN
(Full title of the plan)

Mark C. Skolos
1330 Post Oak Blvd, Suite 600
Houston, Texas 77056
(Name and address of agent for service)

(713) 980-6200
(Telephone number, including area code, of agent for service)

Copies to:

E. Ramey Layne
Vinson & Elkins LLP
1001 Fannin Street, Suite 2500
Houston, Texas 77002
(713) 758-2222

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act").

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Stock, \$0.01 par value per share	9,604,158	\$2.19	\$21,033,106	\$2,549.21

- (1) This registration statement (the "Registration Statement") registers 9,604,158 shares of Stock, \$0.01 par value per share (the "Stock"), of the Registrant (as defined below) that may be delivered with respect to awards under the Hi-Crush Inc. Long Term Incentive Plan (as amended from time to time, the "Plan"), which shares consist of shares of Stock reserved and available for delivery with respect to awards under the Plan and additional shares of Stock that may again become available for delivery with respect to awards under the Plan pursuant to the terms and conditions of the Plan.
- (2) Pursuant to Rule 416(a) under the Securities Act, the Registration Statement shall be deemed to cover an indeterminate number of additional shares of Stock that may become issuable as a result of stock splits, stock dividends or similar transactions pursuant to the adjustment or anti-dilution provisions of the Plan.
- (3) The proposed maximum offering price per share and proposed maximum aggregate offering price for the shares of Stock have been estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) under the Securities Act based upon the average of the high and low prices of the common units representing limited partnership interests of Hi-Crush Partners LP on May 23, 2019.

Explanatory Note

On May 31, 2019, pursuant to that certain plan of conversion, the registrant converted from a limited partnership to a corporation under the laws of the State of Delaware and changed its name to Hi-Crush Inc. (the "Registrant").

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The Registrant will provide all participants in the Plan with the document(s) containing the information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the Commission under the Securities Act. In accordance with Rule 428 of the Securities Act, the Registrant has not filed such document(s) with the Commission, but such documents (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant shall maintain a file of such documents in accordance with the provisions of Rule 428(a)(2) of the Securities Act. Upon request, the Registrant shall furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the Registrant hereby incorporates by reference into the Registration Statement the following documents:

- a) The Annual Report on [Form 10-K](#) (File No. 001-35630), filed by the Registrant with the Commission on February 20, 2019;
- b) The Quarterly Report on [Form 10-Q](#) (File No. 001-35630), filed by the Registrant with the Commission on May 7, 2019;
- c) The Current Reports on Form 8-K (File No. 001-35630), filed by the Registrant with the Commission on [February 5, 2019](#), [February 12, 2019](#), [February 20, 2019](#), [March 13, 2019](#), [April 5, 2019](#), [April 10, 2019](#), [May 22, 2019](#), [May 23, 2019](#) and [May 31, 2019](#);

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- d) All reports filed by the Registrant with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of fiscal year covered by HCLP's Annual Report on Form 10-K above;
- e) The description of the Registrant's Stock contained in its Registration Statement on Form 8-A12B/A filed with the Commission on May 31, 2019, including any subsequent amendments or reports that the Registrant may file in the future for the purpose of updating such description.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of the Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The DGCL authorizes corporations to limit or eliminate the personal liability of directors to corporations and their stockholders for monetary damages for breaches of directors' fiduciary duties. The DGCL does not permit exculpation for liability:

- for breach of duty of loyalty;
- for acts or omissions not in good faith or involving intentional misconduct or knowing violation of law;
- under Section 174 of the DGCL (which deals generally with unlawful payments of dividends, stock repurchases and redemptions); and
- for transactions from which the director derived improper personal benefit.

The Registrant's certificate of incorporation eliminates the personal liability of directors for monetary damages for any breach of fiduciary duty, except to the extent such exemption is not permitted under the DGCL.

The Registrant's bylaws provide that the Registrant shall, to the fullest extent permitted by law, indemnify any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding by reason of the fact such person is or was a director, officer or employee of the Registrant, or, while a director, officer or employee of the Registrant, is or was serving at the request of the Registrant as a director, officer, employee or agent of another entity, against all liability and loss suffered and expenses reasonably incurred.

The Registrant's bylaws further provide that the Registrant shall advance expenses incurred in defending any such proceeding to any such indemnitees; provided, however, that, to the extent required by law, such advancement of expenses shall be made only upon receipt of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined that such indemnitee is not entitled to be indemnified for such expenses under the Registrant's bylaws or otherwise.

In addition, the Registrant has entered into indemnification agreements with all of its named executive officers and directors. These agreements will provide that the indemnitees will be protected as promised in the Registrant's bylaws (regardless of, among other things, any amendment to or revocation of the Registrant's bylaws, any change in the composition of the board of directors of the Registrant or any acquisition transaction relating to the Registrant) and advanced expenses to the fullest extent of the law and as set forth in the indemnification

agreements. These agreements will also provide, to the extent insurance is maintained, for the continued coverage of the indemnitees under the Registrant's director and officer insurance policies. The indemnification agreements, among other things and subject to certain limitations, will indemnify and hold harmless the indemnitees against any and all reasonable expenses, including fees and expenses of counsel, and any and all liability and loss, including judgments, fines, ERISA, excise taxes or penalties and amounts paid or to be paid in settlement, incurred or paid by the indemnitees in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of the corporation or otherwise, in which the indemnitees are, were or at any time become parties, or are threatened to be made parties or are involved by reason of the fact that the indemnitees are or were the Registrant's directors or officers or are or were serving at its request as directors, officers, employees, trustees or representatives of another corporation or enterprise.

The Plan also provides that the committee administering the Plan and all members thereof are entitled to, in good faith, rely or act upon any report or other information furnished to them by any officer or employee of the Registrant or any of its affiliates, or the Registrant's legal counsel, independent auditors, consultants or any other agents assisting in the administration of the Plan. Members of the committee and any officer or employee of the Registrant or any of its affiliates acting at the direction of or on behalf of the committee shall not be personally liable for any action or determination taken or made in good faith with respect to the Plan, and shall, to the fullest extent permitted by law, be indemnified and held harmless by the Registrant with respect to any such action or determination.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits to the Registration Statement are listed in the Exhibit Index to the Registration Statement, which precedes such exhibits and is incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

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- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Form 8-K filed with the Commission on May 31, 2019).</u>
4.2	<u>Bylaws of the Registrant, effective May 31, 2019 (incorporated by reference to Exhibit 3.3 to the Registrant's Form 8-K filed with the Commission on May 31, 2019).</u>
4.3	<u>Hi-Crush Inc. Long Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed with the Commission on May 31, 2019).</u>
5.1*	<u>Opinion of Vinson & Elkins L.L.P.</u>
23.1*	<u>Consent of Vinson & Elkins L.L.P. (included in the opinion filed as Exhibit 5.1 to the Registration Statement).</u>
23.2*	<u>Consent of Deloitte & Touche, LLP.</u>
23.3*	<u>Consent of PricewaterhouseCoopers LLP.</u>
23.4*	<u>Consent of John T. Boyd Company.</u>
24.1*	<u>Power of Attorney (included on the signature page of the Registration Statement).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, Texas on May 31, 2019.

HI-CRUSH INC.

/s/ Laura C. Fulton

Name: Laura C. Fulton

Title: Chief Financial Officer

POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below appoints Laura C. Fulton and Mark C. Skolos, each of whom may act without the joinder of the other, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the Registration Statement and any Registration Statement (including any amendment thereto) for this offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, the Registration Statement has been signed by the following persons in the capacities indicated on May 31, 2019.

<u>Signature</u>	<u>Title</u>
/s/ Robert E. Rasmus Robert E. Rasmus	Chief Executive Officer and Chairman of the Board (principal executive officer)
/s/ Laura C. Fulton Laura C. Fulton	Chief Financial Officer (principal financial officer and principal accounting officer)
/s/ John F. Affleck-Graves John F. Affleck-Graves	Director
/s/ John Kevin Poorman John Kevin Poorman	Director
/s/ Joseph C. Winkler III Joseph C. Winkler III	Director

Vinson & Elkins

May 31, 2019

Hi-Crush Inc.
1330 Post Oak Blvd., Suite 600
Houston, TX 77056

Ladies and Gentlemen:

We have acted as counsel for Hi-Crush Inc., a Delaware corporation (the “Company”), in connection with the Company’s registration under the Securities Act of 1933, as amended (the “Act”), of the offer and sale of an aggregate of up to 9,604,158 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”), pursuant to the Company’s registration statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission on May 31, 2019, which Shares may be issued from time to time in accordance with the terms of the Hi-Crush Inc. Long Term Incentive Plan (as amended from time to time, the “Plan”).

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

Vinson & Elkins LLP Attorneys at Law
Austin Beijing Dallas Dubai Hong Kong Houston London
New York Richmond Riyadh San Francisco Tokyo Washington

1001 Fannin Street, Suite 2500
Houston, TX 77002-6760
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This opinion may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to (1) the 2018 and 2017 consolidated financial statements and the retrospective adjustments to the 2016 consolidated financial statements of Hi-Crush Partners LP (which report expresses an unqualified opinion and includes an explanatory paragraph regarding the retrospective adjustments made to apply the change in accounting for the acquisition of Hi-Crush Proppants LLC and Hi-Crush GP LLC in 2018), (2) the 2018 and 2017 financial statement schedule of Hi-Crush Partners LP, and (3) the effectiveness of Hi-Crush Partners LP's internal control over financial reporting dated February 19, 2019, appearing in the Annual Report on Form 10-K of Hi-Crush Partners LP for the year ended December 31, 2018.

/s/ DELOITTE & TOUCHE LLP

Houston, Texas

May 31, 2019

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Hi-Crush Partners LP of our report dated February 21, 2017, except for the effects of the merger of entities under common control (the Hi-Crush Whitehall LLC and Other assets transaction) as discussed in Note 4 to the consolidated financial statements, as to which the date is May 1, 2017, relating to the financial statements and financial statement schedule, which appears in Hi-Crush Partners LP's Annual Report on Form 10-K for the year ended December 31, 2018.

/s/PricewaterhouseCoopers LLP
Houston, Texas
May 31, 2019



John T. Boyd Company
Mining and Geological Consultants

May 31, 2019

Chairman

James W. Boyd

President and CEO

John T. Boyd II

Managing Director and COO

Ronald L. Lewis

Vice Presidents

Robert J. Farmer

John L. Weiss

Michael F. Wick

William P. Wolf

Managing Director - Australia

Ian L. Alexander

Managing Director - China

Jisheng (Jason) Han

Managing Director - South America

Carlos F. Barrera

Managing Director - Metals

Gregory B. Sparks

Assistant to the President

Mark P. Davic

Pittsburgh

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**CONSENT OF
JOHN T. BOYD COMPANY**

The undersigned hereby consents to the incorporation by reference in this Registration Statement on Form S-8, including any amendment thereto, any related prospectus and any related prospectus supplement (the "Registration Statement"), of information contained in Hi-Crush Partners LP's Annual Report on Form 10-K for the year ended December 31, 2018, (the "Annual Report"), relating to our reports setting forth the estimates of reserves as of December 31, 2018. We also consent to references to our firm in the form and context in which they appear in the Annual Report and all references to us contained in such Registration Statement, including in the prospectus under the heading "Experts."

Respectfully submitted,

JOHN T. BOYD COMPANY

By:

Ronald L. Lewis
Managing Director and COO

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