

**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**

**November 14, 2018
Date of Report (Date of earliest event reported)**

NCS Multistage Holdings, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-38071
(Commission File Number)

46-1527455
(IRS Employer Identification Number)

19450 State Highway 249, Suite 200
Houston, Texas 77070
(Address of principal executive offices) (Zip code)

(281) 453-2222
(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 communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 November 14, 2018, the Compensation, Nominating and Governance Committee (the “CNG Committee”) of the Board of Directors of NCS Multistage Holdings, Inc. adopted and approved amendments (the “ESPP Amendments”) to the Employee Stock Purchase Plan for US Employees (the “US ESPP”) and Employee Stock Purchase Plan for Non-US Employees (the “Non-US ESPP” and together with the US ESPP, the “Plans”) to permit the CNG Committee to establish administrative procedures with regard to any excess funds resulting from the limits of the Plans and to reduce the length of the offering periods under the Plans from 12 months to 6 months.

The foregoing description of the ESPP Amendments is not intended to be complete and is qualified in its entirety by reference to the full and complete terms of the ESPP Amendments, a copy of which are attached hereto as Exhibit 10.1 and Exhibit 10.2 and incorporated herein in this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number

Description of the Exhibit

10.1

First Amendment to NCS Multistage Holdings, Inc. Employee Stock Purchase Plan for U.S. Employees.

10.2

First Amendment to NCS Multistage Holdings, Inc. Employee Stock Purchase Plan for Non-U.S. Employees.

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: November 19, 2018

NCS Multistage Holdings, Inc.

By: /s/ Ryan Hummer
Ryan Hummer
Chief Financial Officer

**NCS MULTISTAGE HOLDINGS, INC.
EMPLOYEE STOCK PURCHASE PLAN
FOR US EMPLOYEES**

FIRST AMENDMENT

NCS Multistage Holdings, Inc., a Delaware corporation (the “Company”), having reserved to the Company’s Compensation, Nominating and Governance Committee (the “Committee”) the right under Section 18.8 of the NCS Multistage Holdings, Inc. Employee Stock Purchase Plan for US Employees, as effective as of August 3, 2017 (the “Plan”), to amend the Plan, does hereby amend the Plan as follows:

Effective as of December 31, 2018, Section 5 and Section 6.4 are hereby amended in their entirety to read as follows:

“5. Offering Periods. The Plan shall be implemented by a series of Offering Periods. Unless otherwise provided by the Committee, Offering Periods shall run from January 1st through June 30th and July 1st through December 31st. The Committee shall have the authority to change the duration, frequency, start and end dates of Offering Periods prior to their date of commencement (up to a maximum Offering Period of 27 months).”

“6.4 Grant of Option. On each Offering Date, each Participant in the applicable Offering Period shall be granted an option to purchase, on the Purchase Date, a number of shares of Common Stock determined by dividing the Participant’s accumulated payroll deductions by the applicable Purchase Price; provided, however, that in no event shall any Participant purchase more than 1,041 shares of Common Stock per Offering Period (or such other number as the Committee may establish from time to time before an Offering Period begins). Any amount remaining in the Participant’s notional account as of the Purchase Date in excess of the amount that may be applied to purchase shares as a result of the limitations set forth herein (or as designated by the administrator of the Plan) shall be carried over to the next Offering Period, unless the Committee establishes otherwise.”

EXECUTED this 14th day of November, 2018, but effective as of the date set forth above.

By: /s/ John Deane
John Deane, Chairman
Compensation, Nominating and Governance
Committee of NCS Multistage Holdings, Inc.

**NCS MULTISTAGE HOLDINGS, INC.
EMPLOYEE STOCK PURCHASE PLAN
FOR NON-US EMPLOYEES**

FIRST AMENDMENT

NCS Multistage Holdings, Inc., a Delaware corporation (the “Company”), having reserved to the Company’s Compensation, Nominating and Governance Committee (the “Committee”) the right under Section 18.8 of the NCS Multistage Holdings, Inc. Employee Stock Purchase Plan for Non-US Employees, as effective as of August 3, 2017 (the “Plan”), to amend the Plan, does hereby amend the Plan as follows:

Effective as of December 31, 2018, Section 5 and Section 6.4 are hereby amended in their entirety to read as follows:

“5. Offering Periods. The Plan shall be implemented by a series of Offering Periods. Unless otherwise provided by the Committee, Offering Periods shall run from January 1st through June 30th and July 1st through December 31st. The Committee shall have the authority to change the duration, frequency, start and end dates of Offering Periods prior to their date of commencement (up to a maximum Offering Period of 27 months).”

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EXECUTED this 14th day of November, 2018, but effective as of the date set forth above.

By: /s/ John Deane
John Deane, Chairman
Compensation, Nominating and Governance
Committee of NCS Multistage Holdings, Inc.
