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

**Post-Effective Amendment No. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Drilling Tools International Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

87-2488708
(I.R.S. Employer
Identification No.)

**3701 Briarpark Drive
Suite 150
Houston, Texas 77042
(832) 742-8500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive office)

**R. Wayne Prejean
President and Chief Executive Officer
Drilling Tools International Corporation
3701 Briarpark Drive
Suite 150
Houston, Texas 77042
(832) 742-8500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Michael J. Blankenship
Winston & Strawn LLP
800 Capitol Street, Suite 2400
Houston, Texas 77002
(713) 651-2678**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-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.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Commission acting pursuant to said Section 8(a) may determine.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (this "Amendment") to the Registration Statement on Form S-3 of Drilling Tools International Corporation (the "Company") (File No. 333-282122), initially filed on September 13, 2024 and declared effective by the Securities and Exchange Commission on September 27, 2024 (the "Registration Statement"), is being filed as an exhibit-only filing solely to file the consent of Moss Adams LLP with respect to its report, dated March 15, 2024, relating to the consolidated financial statements of Superior Drilling Products, Inc. incorporated by reference in the Company's Current Report on Form 8-K dated August 1, 2024, which consent is filed herewith as Exhibit 23.1 (the "Consent"). Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature pages to the Registration Statement, and the Consent. The prospectus and the balance of Part II of the Registration Statement are unchanged hereby and have been omitted.

Part II: INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
23.1*	Consent of Moss Adams LLP

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this post-effective amendment to Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Houston, in the state of Texas, on the 21st day of October, 2024.

DRILLING TOOLS INTERNATIONAL

By: /s/ David R. Johnson
David R. Johnson
Chief Financial Officer (Principal Financial and
Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the Registration Statement on Form S-3 has been signed by the following persons in the capacities held on the dates indicated.

<u>Signature</u>	<u>Date</u>	<u>Title</u>
* <u>R. Wayne Prejean</u>	October 21, 2024	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ David R. Johnson</u> David R. Johnson	October 21, 2024	Chief Financial Officer (Principal Financial and Accounting Officer)
* <u>Thomas O. Hicks</u>	October 21, 2024	Chairman of the Board
* <u>Eric C. Neuman</u>	October 21, 2024	Director
* <u>John D. Furst</u>	October 21, 2024	Director
* <u>C. Richard Vermillion</u>	October 21, 2024	Director
* <u>Curtis L. Crofford</u>	October 21, 2024	Director
* <u>Thomas M. Patterson</u>	October 21, 2024	Director

By: David R. Johnson
David R. Johnson
Attorney-in-fact

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (No. 333-282122) of Drilling Tools International Corporation, of our report dated March 15, 2024, relating to the consolidated financial statements of Superior Drilling Products, Inc. (the “Company”), appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2023, filed with the Securities and Exchange Commission, and incorporated by reference in the Current Report on Form 8-K of Drilling Tools International Corporation dated August 1, 2024.

/s/ Moss Adams LLP

Dallas, Texas
October 21, 2024