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

**FORM S-8
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)

**3701 Briarpark Drive
Suite 150
Houston, Texas 77042**
(Address, including zip code, of Principal
Executive Offices)

87-2488708
(I.R.S. Employer
Identification Number)

**Drilling Tools International Corporation 2023
Omnibus Incentive Plan**
(Full title of the plan)

**R. Wayne Prejean
President and Chief Executive Officer
3701 Briarpark Drive
Suite 150
Houston, Texas 77042
Telephone: (832) 742-8500**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**William S. Anderson
Troy L. Harder
Benjamin J. Martin
Bracewell LLP
711 Louisiana Street, Suite 2300
Houston, Texas 77002
Telephone: (713) 223-2300**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to employees as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the "SEC"), either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The documents listed in (a) through (e) below are incorporated by reference in this registration statement.

- (a) the Registrant's (as defined below) proxy statement/prospectus/consent solicitation statement constituting part of the Registrant's Registration Statement on Form S-4 (File No. 333-269763), filed with the SEC pursuant to Rule 424(b) under the Securities Act on [May 12, 2023](#), which contains the audited financial statements for Drilling Tool International Holdings, Inc.'s latest fiscal year for which such statements have been filed;
- (b) the Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the SEC on March 21, 2023;
- (c) the Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2023 and June 30, 2023, filed with the SEC on [May 22, 2023](#) and [August 14, 2023](#), respectively;
- (d) the Registrant's Current Reports on Form 8-K filed with the SEC on [January 20, 2023](#); [February 14, 2023](#); [March 6, 2023](#); [March 7, 2023](#); [May 31, 2023](#); [June 7, 2023](#); [June 9, 2023](#); and [June 27, 2023](#) (except for any portions of such Current Reports on Form 8-K furnished pursuant to Item 2.02 and/or Item 7.01 thereof and any corresponding exhibits thereto not filed with the SEC); and
- (e) the description of the Registrant's common stock contained in the Registrant's Registration Statement on [Form 8-A](#) (File No. 001-41103) filed with the SEC on November 29, 2021, and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by Drilling Tools International Corporation (formerly known as ROC Energy Acquisition Corp.) (the "Registrant") pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this registration statement.

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 this registration statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this 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.

Section 102(b)(7) of the General Corporation Law of the State of Delaware (the "DGCL") allows a corporation to provide in its certificate of incorporation that a director or officer of the corporation will not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a

director or officer, except where the director or officer breached the duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase or redemption in violation of Delaware corporate law or obtained an improper personal benefit, or where the action is by or in the right of the corporation. The Registrant's Second Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") provides for this limitation of liability.

Section 145 of the DGCL, provides, among other things, that a Delaware corporation may indemnify any person who was, is or is threatened to be made, party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was an officer, director, employee or agent of such corporation or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. A Delaware corporation may indemnify any persons who were or are a party to any threatened, pending or completed action or suit by or in the right of the corporation by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests, provided further that no indemnification is permitted in respect of any claim as to which the person has been adjudged to be liable to the corporation unless the applicable court determines that the person is, nonetheless, fairly and reasonably entitled to indemnity for such expenses which such court deems proper.

Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would otherwise have the power to indemnify such person under Section 145.

The Registrant's Amended and Restated Bylaws (the "Bylaws") provide that the Registrant must indemnify and advance expenses to the Registrant's directors and officers to the fullest extent authorized by the DGCL.

The Registrant has entered into indemnification agreements with each of the Registrant's directors and certain senior officers. Such agreements may require the Registrant, among other things, to advance expenses and otherwise indemnify the Registrant's directors and certain senior officers against certain liabilities that may arise by reason of their status or service as directors or executive officers, to the fullest extent permitted by law.

The indemnification rights set forth above shall not be exclusive of any other right which an indemnified person may have or hereafter acquire under any statute, any provision of the Certificate of Incorporation and Bylaws, agreement, vote of stockholders or disinterested directors or otherwise. Notwithstanding the foregoing, the Registrant shall not be obligated to indemnify or advance expenses to a director or officer in respect of a proceeding (or part thereof) initiated by such director or officer, unless such proceeding (or part thereof) was authorized by the Registrant's board of directors (the "Board").

Section 174 of the DGCL provides, among other things, that a director, who willfully or negligently approves of an unlawful payment of dividends or an unlawful stock purchase or redemption, may be held jointly and severally liable for such actions. A director who was either absent when the unlawful actions were approved or dissented at the time may avoid liability by causing his or her dissent to such actions to be entered in the books containing the minutes of the meetings of the Board at the time such action occurred or immediately after such director has notice of the unlawful acts.

The Registrant currently maintains and expects to continue to maintain standard policies of insurance that provide coverage (1) to the Registrant's directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act and (2) to the Registrant with respect to indemnification payments that the Registrant may make to such directors and officers.

These provisions may discourage holders of the Registrant's common stock, par value \$0.0001 per share ("Stockholders") from bringing a lawsuit against the Registrant's directors for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against the Registrant's directors and officers, even though such an action, if successful, might otherwise benefit the Registrant and the Stockholders. Furthermore, a Stockholder's investment may be adversely affected to the extent the Registrant pays the costs of settlement and damage awards against officers and directors pursuant to these indemnification provisions.

The Registrant believes that these provisions, the insurance, and the indemnity agreements are necessary to attract and retain talented and experienced officers and directors.

Certain of the Registrant's non-employee directors may, through their relationships with their respective employers, be insured or indemnified against certain liabilities incurred in their capacity as members of the Board.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Form of Specimen Common Stock Certificate of Drilling Tools International Corporation (incorporated by reference to Exhibit 4.1 to Drilling Tools International Corporation's Current Report on Form 8-K (File No. 001-41103), filed with the Securities and Exchange Commission on June 27, 2023).
5.1	Opinion of Bracewell LLP.
10.1#	Form of 2023 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to ROC Energy Acquisition Corp.'s Registration Statement on Form S-4 (File No. 333-269763), filed with the Securities and Exchange Commission on February 14, 2023).
23.1	Consent of Weaver & Tidwell LLP.
23.2	Consent of WithumSmith+Brown, PC.
23.3	Consent of Bracewell LLP (included as part of Exhibit 5.1).
24.1	Power of Attorney (included on the signature page hereto).
107	Filing Fee Table.

Indicates management contract or compensatory plan or arrangement.

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 SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Filing Fee Table" filed with the effective registration statement.
 - (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 reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.
- (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 Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) 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.
 - (c) 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 SEC 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.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 this registration statement to be signed on its behalf by the undersigned, thereunto authorized, in the City of Houston, State of Texas, on August 28, 2023.

DRILLING TOOLS INTERNATIONAL CORPORATION

By: /s/ R. Wayne Prejean
Name: R. Wayne Prejean
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints, jointly and severally, R. Wayne Prejean, as his attorney-in-fact, 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), and any and all registration statements filed pursuant to Rule 462 under the Securities Act of 1933, as amended, in connection with or related to this registration statement and its amendments, if any, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney to any and all amendments to said registration statement.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Wayne Prejean</u> R. Wayne Prejean	Chief Executive Officer and Director (Principal Executive Officer)	August 28, 2023
<u>/s/ David R. Johnson</u> David R. Johnson	Chief Financial Officer (Principal Financial and Accounting Officer)	August 28, 2023
<u>/s/ Thomas O. Hicks</u> Thomas O. Hicks	Chairman and Director	August 28, 2023
<u>/s/ Curtis L. Crofford</u> Curtis L. Crofford	Director	August 28, 2023
<u>/s/ John D. Furst</u> John D. Furst	Director	August 28, 2023
<u>/s/ Eric C. Neuman</u> Eric C. Neuman	Director	August 28, 2023
<u>/s/ Thomas M. Patterson</u> Thomas M. Patterson	Director	August 28, 2023
<u>/s/ C. Richard Vermillion</u> C. Richard Vermillion	Director	August 28, 2023

BRACEWELL

August 28, 2023

Drilling Tools International Corporation
3701 Briarpark Dr., Suite 150
Houston, Texas 77042

Ladies and Gentlemen:

We have acted as counsel to Drilling Tools International Corporation (the "Corporation"), a Delaware corporation, in connection with the registration of the sale of up to 5,338,587 shares (the "Shares") of common stock, par value \$0.0001 per share, of the Corporation to participants in the 2023 Omnibus Incentive Plan (the "Plan"). The Corporation is filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), a registration statement on Form S-8 (the "Registration Statement") with respect to the Shares. We have been asked by the Corporation to render this opinion.

We have examined copies of the Certificate of Incorporation and the Bylaws of the Corporation, each as amended to the date hereof, the Plan, the Registration Statement, certain resolutions of the Board of Directors of the Corporation and such other documents and records as we have deemed necessary and relevant for the purposes hereof. In addition, we have relied on certificates of officers of the Corporation and of public officials and others as to certain matters of fact relating to this opinion and have made such investigations of law as we have deemed necessary and relevant as a basis hereof. In the course of such examinations and investigations, we have assumed the genuineness of all signatures on, and the authenticity of, all documents and records submitted to us as originals, the conformity to authentic original documents and records of all documents and records submitted to us as copies, and the truthfulness of all statements of fact contained therein.

Based on the foregoing and subject to the limitations, assumptions and qualifications set forth herein, and having due regard for such legal considerations as we deem relevant, we are of the opinion that, when issued to the Plan participants in accordance with the Plan, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is based on and limited to the General Corporation Law of the State of Delaware (including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting those laws currently in effect) and the relevant federal law of the United States of America, and we render no opinion with respect to the law of any other jurisdiction.

Bracewell LLP T: +1.713.223.2300 F: +1.800.404.3970
711 Louisiana Street, Suite 2300, Houston, Texas 77002-2770
bracewell.com

AUSTIN CONNECTICUT DALLAS DUBAI HOUSTON LONDON NEW YORK SAN ANTONIO SEATTLE WASHINGTON, DC

Drilling Tools International Corporation
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We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. By giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated by the Commission thereunder.

Very truly yours,

/s/ Bracewell LLP

AUSTIN CONNECTICUT DALLAS DUBAI HOUSTON LONDON NEW YORK SAN ANTONIO SEATTLE WASHINGTON, DC



Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 31, 2023, relating to the consolidated financial statements of Drilling Tools International Holdings, Inc. for the year ended December 31, 2022.

/s/ WEAVER AND TIDWELL, L.L.P.
WEAVER AND TIDWELL, L.L.P.

Oklahoma City, Oklahoma
August 28, 2023

Weaver and Tidwell, L.L.P.
499 West Sheridan Avenue, Suite 2450 | Oklahoma City, OK 73102
Main: 405.594.9200

CPAs AND ADVISORS | WEAVER.COM

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 20, 2023, relating to the financial statements of ROC Energy Acquisition Corp.

/s/ WithumSmith+Brown, PC

New York, New York
August 28, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

Drilling Tools International Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.0001 per share	Other ⁽²⁾	2,221,594 ⁽³⁾	\$3.72 ⁽⁴⁾	\$8,264,330	\$110.20 per \$1,000,000	\$911
Equity	Common stock, par value \$0.0001 per share	Other ⁽²⁾	140,136 ⁽³⁾	\$8.76 ⁽⁴⁾	\$1,227,591	\$110.20 per \$1,000,000	\$135
Equity	Common stock, par value \$0.0001 per share	Other ⁽⁵⁾	2,976,857 ⁽⁶⁾	\$4.09 ⁽⁷⁾	\$12,163,438	\$110.20 per \$1,000,000	\$1,341
Total Offering Amounts							\$2,387
Total Fee Offsets							—
Net Fee Due							\$2,387

- (1) Pursuant to Rule 416(a) under the Securities Act, this registration statement shall be deemed to register any additional shares of common stock of the Registrant (“Common Stock”) that become issuable under the Registrant’s 2023 Omnibus Incentive Plan (the “Plan”) by reason of any stock split, stock dividend or similar transaction.
- (2) Rule 457(h).
- (3) Represents shares of Common Stock underlying stock options granted pursuant to the Plan.
- (4) Based on the exercise price for outstanding options granted pursuant to the Plan as of the date of this registration statement.
- (5) Rules 457(c) and Rule 457(h).
- (6) Represents shares of Common Stock reserved for issuance to participants pursuant to the Plan, including but not limited to stock awards, stock options, stock appreciation rights, restricted stock, restricted stock units, performance-based awards and other stock-based awards.
- (7) Estimated solely for the purpose of calculating the registration fee, based on the average of the high and low prices of the Common Stock on the Nasdaq Capital Market on August 25, 2023 (such date being within five business days of the date that this registration statement was filed with the SEC).