# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. )\*

# DRILLING TOOLS INTERNATIONAL CORPORATION

(Name of Issuer)

Common Stock, par value \$0.0001 per share (Title of Class of Securities)

26205E 107
(CUSIP Number)
R. Wayne Prejean
3701 Briarpark Drive, Suite 150
Houston, Texas 77042
(832) 742-8500
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 20, 2023 (Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provision of the Act (however, see the Notes).

CUSIP No. 26205E 107	13D	Page 2 of 12 Pages
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1.	Name	s of R	eporting Persons:
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2.			ppropriate Box if a Member of a Group
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3.	SEC U	Ice O	al
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4.	Sourc	e of F	unds (See instructions)
5.	OO Check	r if Di	sclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
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6.	Citize	nship	or Place of Organization:
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11.	Aggre	gate A	Amount Beneficially Owned by Each Reporting Person:
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12.	· · · · · · · · · · · · · · · · · · ·		
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13.	3. Percent of Class Represented by Amount in Row (11):		
	1.5%		
14.	Type	of Rep	orting Person (See Instructions):
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CUSIP No. 26205E 107	13D	Page 3 of 12 Pages
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1.	Name	s of R	eporting Persons:
	RobJo	n, L.I	C.
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Includes 438,529 shares of Common Stock (as defined herein) held by RobJon Holdings, L.P. RobJon, L.L.C. is the general partner of RobJon Holdings, L.P. RobJon, L.L.C. disclaims any beneficial ownership of any shares of Common Stock held by RobJon Holdings, L.P., other than its pecuniary interest therein.

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1.	Name	s of R	eporting Persons:	
	R. Wayne Prejean			
2.			ppropriate Box if a Member of a Group	
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	erson with:		1,201,8722	
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			438,529 <sup>3</sup>	
11.	Aggre	gate A	amount Beneficially Owned by Each Reporting Person:	
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12.	Check	if the	Aggregate Amount in Row (11) Excludes Certain Shares	
13.				
1.4	5.3%	.f.D.	auting Danner (Can Instructions).	
14.	1ype (	л кер	orting Person (See Instructions):	
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<sup>&</sup>lt;sup>2</sup> Represents shares of Common Stock (as defined herein) subject to options to acquire shares of Common Stock held by Mr. Prejean that are exercisable within 60 days of this statement on Schedule 13D.

<sup>&</sup>lt;sup>3</sup> Includes 438,539 shares of Common Stock (as defined herein) held by RobJon Holdings, L.P. Mr. Prejean is the President, Manager and sole owner of RobJon, L.L.C., which is the general partner of RobJon Holdings, L.P. Mr. Prejean disclaims any beneficial ownership of any shares of Common Stock held by RobJon Holdings, L.P., other than his pecuniary interest therein

<sup>&</sup>lt;sup>4</sup> Includes 438,539 shares of Common Stock (as defined herein) held by RobJon Holdings, L.P. Mr. Prejean is the President, Manager and sole owner of RobJon, L.L.C., which is the general partner of RobJon Holdings, L.P. Mr. Prejean disclaims any beneficial ownership of any shares of Common Stock held by RobJon Holdings, L.P., other than his pecuniary interest therein. Includes 1,201,872 shares of Common Stock subject to options to acquire shares of Common Stock held by Mr. Prejean that are exercisable within 60 days of this statement on Schedule 13D.

#### Item 1. Security and Issuer.

This statement on Schedule 13D (this "Schedule 13D") relates to the common stock, par value \$0.0001 per share (the "Common Stock"), of Drilling Tools International Corporation (the "Issuer"), a Delaware corporation. The address of the Issuer's principal executive office is 3701 Briarpark Drive, Suite 150, Houston, Texas 77042.

#### Item 2. Identity and Background.

- (a) This Schedule 13D is filed by RobJon Holdings, L.P. ("RobJon LP"), RobJon, L.L.C. ("RobJon LP GP") and R. Wayne Prejean (together, with RobJon LP and RobJon LP GP, the "Reporting Persons"). RobJon LP GP is the general partner of RobJon LP. Mr. Prejean is the President, Manager and sole owner of RobJon LP GP.
- (b) The business address of the Reporting Persons is 3701 Briarpark Drive, Suite 150, Houston, Texas 77042.
- (c) The principal business of RobJon LP is holding securities of the Issuer. The principal business of RobJon LP GP is to act as general partner of RobJon LP. The principal business of Mr. Prejean is serving as the President and Chief Executive Officer of the Issuer. Mr. Prejean is also a member of the Board of Directors (the "Board") of the Issuer.
- (d) During the last five years, none of the Reporting Persons have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of the Reporting Persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) RobJon LP is a Texas limited partnership. RobJon LP GP is a Texas limited liability company. Mr. Prejean is a citizen of the United States of America.

#### Item 3. Source and Amount of Funds or Other Consideration.

On June 20, 2023 (the "Closing Date"), Drilling Tools International Holdings, Inc., a Delaware corporation ("DTIH"), ROC Energy Acquisition Corp., a Delaware corporation ("ROC"), and ROC Merger Sub, Inc., a Delaware corporation and a directly, wholly owned subsidiary of ROC ("Merger Sub"), consummated a business combination pursuant to an agreement and plan of merger, dated February 13, 2023 (the "Initial Merger Agreement"), by and among DTIH, ROC and Merger Sub, as amended by the First Amendment to the Agreement and Plan of Merger, dated June 5, 2023 (the "Merger Agreement Amendment", and the Initial Merger Agreement as amended thereby, the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into DTIH, with DTIH surviving the merger as a wholly owned subsidiary of ROC (the "Merger," and together with the other transactions contemplated by the Merger Agreement and the other agreements contemplated thereby, the "Business Combination"). In connection with the consummation of the Business Combination (the "Closing"), ROC changed its name to "Drilling Tools International Corporation".

In connection with the Closing, and pursuant to the terms of the Merger Agreement, among other things, each share of (i) common stock of DTIH ("DTIH Common Stock") issued and outstanding immediately prior to the Closing was converted into the right to receive 0.2282 shares of Common Stock and (ii) each share of preferred stock of DTIH ("DTIH Preferred Stock") issued and outstanding immediately prior to the Closing was converted into the right to receive (a) \$0.54 in cash per share of DTIH Preferred Stock (the "Preferred Cash Consideration") and (b) 0.3299 shares of Common Stock. Pursuant to the terms of an Exchange Agreement by and between ROC Energy Holdings, LLC, a Delaware limited liability company ("ROC Holdings"), Merger Sub, DTIH and RobJon LP, dated as of the Closing Date (the "RobJon Exchange Agreement"), RobJon LP elected to exchange the \$300,000 of Preferred Cash Consideration it was entitled to receive pursuant to the Merger Agreement into 56,703 shares of Common Stock, which are included in the reported amount.

In connection with the Closing, RobJon LP received 438,529 shares of Common Stock in exchange for its shares of DTIH Common Stock and DTIH Preferred Stock, including the shares received under the RobJon Exchange Agreement. In connection with the Closing, Mr. Prejean received options to acquire 1,201,872 shares of Common Stock (the "Prejean DTIC Options") in exchange for his options to purchase shares of DTIH Common Stock. The Prejean DTIC Options are exercisable within 60 days of this Schedule 13D.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Initial Merger Agreement, which is attached hereto as Exhibit 2 and is incorporated herein by reference, and the full text of the Merger Agreement Amendment, which is attached hereto as Exhibit 3 and is incorporated herein by reference.

The foregoing description of the RobJon Exchange Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the form of Exchange Agreement, which is attached hereto as Exhibit 4 and is incorporated herein by reference.

#### Item 4. Purpose of Transaction.

The information set forth in Item 3 of this Schedule 13D is incorporated herein by reference.

The Reporting Persons may, directly or through one or more affiliates, from time to time or at any time, acquire or seek to acquire additional Common Stock either in the open market or in private transactions, or dispose of or seek to dispose of all or a portion of such Common Stock now owned or hereafter acquired. RobJon LP may, from time to time or at any time, distribute Common Stock to its partners. In addition, the Reporting Persons may, directly or through one or more affiliates, from time to time or at any time, (i) engage in discussions with or make proposals to the Board of the Issuer, other stockholders of the Issuer, and/or other third parties, or (ii) encourage, cause or seek to cause the Issuer or any of such persons: to consider or explore extraordinary corporate transactions involving the Issuer, including, among other things, a merger, reorganization, consolidation or other take-private transaction that could result in the de-listing or de-registration of the Common Stock; sales or acquisitions of assets or businesses; joint ventures; changes to the Issuer's capitalization or dividend policy; or other material changes to the Issuer's business or capital or governance structure. Any action or actions the Reporting Persons may undertake with respect to their investment in the Issuer will be dependent upon the Reporting Persons' review of numerous factors, including, among other things, the Issuer's business, prospects, and/or financial condition, the market for the Common Stock, general economic conditions, regulatory matters, tax considerations, debt and/or stock market conditions, other opportunities available to the Reporting Persons, and other factors and future developments.

Mr. Prejean is a member of the Board and is the President and Chief Executive Officer of the Issuer. Mr. Prejean, in his capacity as the President and Chief Executive Officer of the Issuer, may be entitled to receive cash compensation and equity compensation, including stock option or other equity awards, pursuant to the Issuer's 2023 Omnibus Incentive Plan (the "2023 Omnibus Incentive Plan"), filed as Exhibit 5 to this Schedule 13D and incorporated herein by reference.

#### Item 5. Interest in Securities of the Issuer.

- (a) See Rows (11) and (13) of the cover pages to this Schedule 13D. The percentages used in Row (13) of the cover pages of RobJon LP and RobJon LP GP to this Schedule 13D are calculated based upon 29,768,568 shares of Common Stock outstanding after the Business Combination (the "Outstanding Shares"). The percentage used in Row (13) of the cover page of Mr. Prejean to this Schedule 13D is calculated based upon 30,970,407, which is the sum of the Outstanding Shares and the number of shares subject to the Prejean DTIC Options.
- (b) See Rows (7) through (10) of the cover pages to this Schedule 13D.
- (c) Other than as disclosed in this Schedule 13D, none of the Reporting Persons has effected any transactions in the Issuer's securities within the past 60 days.
- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock held by the Reporting Persons.
- (e) Not applicable.

#### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

On February 13, 2023, ROC, RobJon LP and other parties entered into the Amended and Restated Registration Rights Agreement (the "Amended and Restated Registration Rights Agreement"), which is attached hereto as Exhibit 6 and is incorporated herein by reference. Pursuant to the Amended and Restated Registration Rights Agreement, ROC agreed to use commercially reasonable efforts to file a registration statement under the Securities Act of 1933, as amended, to permit the resale of certain shares of Common Stock within 30 days of the Closing Date.

On the Closing Date, in connection with the Closing, the Issuer and RobJon LP entered into a Company Stockholder Lock-up Agreement (the "Lock-up Agreement"), a form of which is attached hereto as Exhibit 7 and is incorporated herein by reference. Pursuant to the Lock-up Agreement, RobJon LP agreed, subject to certain customary exceptions, that during the period that is the earlier of (i) the date that is 180 days following the Closing Date and (ii) the date specified in a written waiver of the provisions of the Lock-up Agreement duly executed by ROC Holdings and the Issuer, not to dispose of, directly or indirectly, any shares of Common Stock subject to the Lock-up Agreement, or take other related actions with respect to such shares. The shares of Common Stock subject to the Lock-up Agreement include all such shares held by RobJon LP, except for shares of Common Stock issued pursuant to the RobJon Exchange Agreement.

On the Closing Date, in connection with the Closing, the Issuer entered into an Indemnification Agreement with each member of the Board and several officers (collectively, the "Indemnification Agreements"), including Mr. Prejean, a form of which is attached hereto as Exhibit 8 and is incorporated herein by reference. The Indemnification Agreements require the Issuer to indemnify the members of the Board and officers for certain expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or officer in any action or proceeding arising out of their services to the Issuer or any other company or enterprise to which the person provides services at the Issuer's request.

The foregoing descriptions of the Amended and Restated Registration Rights Agreement, the Lock-up Agreement and the Indemnification Agreements do not purport to be complete and are qualified in their entirety by reference to the full text of such agreements, which are attached as Exhibit 6, Exhibit 7 and Exhibit 8, respectively.

Except as otherwise described in this Schedule 13D, there are no contracts, arrangements, understandings or similar relationships with respect to the securities of the Issuer between any Reporting Persons and any other person or entity.

The information set forth in Item 3 with respect to the Merger Agreement and the RobJon Exchange Agreement, and Item 4 with respect to the 2023 Omnibus Incentive Plan, is incorporated herein by reference.

Item 7.

Material to be filed as Exhibits.

Exhibit 1	Joint Filing Agreement, dated June 30, 2023, by and among the Reporting Persons (filed herewith).
Exhibit 2	Agreement and Plan of Merger, dated as of February 13, 2023, by and among ROC Energy Acquisition Corp., ROC Merger Sub, Inc. and Drilling Tools International Holdings, Inc. (incorporated by reference to Exhibit 2.1 to ROC Energy Acquisition Corp.'s Current Report on Form 8-K (File No. 001-41103), filed with the Securities and Exchange Commission on February 13, 2023).
Exhibit 3	First Amendment to the Agreement and Plan of Merger, by and among ROC Energy Acquisition Corp., ROC Merger Sub, Inc. and Drilling Tools International Holdings, Inc. (incorporated by reference to Exhibit 2.1 to ROC Energy Acquisition Corp.'s Current Report on Form 8-K (File No. 001-41103), filed with the Securities and Exchange Commission on June 9, 2023).
Exhibit 4	Form of Exchange Agreement (incorporated by reference to Exhibit 10.3 to the Issuer's Current Report on Form 8-K (File No. 001-41103), filed with the Securities and Exchange Commission on June 27, 2023).
Exhibit 5	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).
Exhibit 6	Amended and Restated Registration Rights Agreement, dated as of February 13, 2023, between ROC Energy Acquisition Corp., RobJon Holdings, L.P. and the other parties thereto (incorporated by reference to Exhibit 10.18 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).
Exhibit 7	Form of Lock-up Agreement (incorporated by reference to Exhibit 10.12 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).
Exhibit 8	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.6 to the Issuer's Current Report on Form 8-K (File No. 001-41103), filed with the Securities and Exchange Commission on June 27, 2023).

[The signature page follows.]

### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 30, 2023

## RobJon Holdings, L.P.

By: /s/ R. Wayne Prejean
Name: R. Wayne Prejean

Title: President

## RobJon, L.L.C.

By: /s/ R. Wayne Prejean
Name: R. Wayne Prejean
Title: Manager and Sole Owner

/s/ R. Wayne Prejean

R. Wayne Prejean

#### JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13(d)-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of the attached statement on Schedule 13D with respect to the shares of common stock of Drilling Tools International Corporation beneficially owned by each of them. This Joint Filing Agreement shall be included as an Exhibit to such Schedule 13D.

Dated: June 30, 2023

#### RobJon Holdings, L.P.

By: /s/ R. Wayne Prejean
Name: R. Wayne Prejean

Title: President

#### RobJon, L.L.C.

By: /s/ R. Wayne Prejean
Name: R. Wayne Prejean
Title: Manager and Sole Owner

/s/ R. Wayne Prejean

R. Wayne Prejean