

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

Amendment No. 4 to
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ROC Energy Acquisition Corp.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

6770

(Primary Standard Industrial
Classification Code Number)

87-2488708

(I.R.S. Employer
Identification Number)

**16400 Dallas Parkway
Dallas, TX 75248
(972) 392-6180**

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

**Daniel Jeffrey Kimes
Chief Executive Officer
16400 Dallas Parkway
Dallas, TX 75248
(972) 392-6180**

(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, TX 77002
(713) 651-2678**

**R. Wayne Prejean
Drilling Tools International Holdings, Inc.
3701 Briarpark Drive
Suite 150
Houston, TX 77042
(972) 392-6180**

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

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and on completion of the business combination described in the enclosed proxy statement/prospectus/consent solicitation statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, 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(d) 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.

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.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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 of 1933, or until this Registration Statement shall become effective on such date as the U.S. Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

ROC Energy Acquisition Corp. is filing this Amendment No. 4 to its registration statement on Form S-4 (File No. 333-269763) (the "Registration Statement") as an exhibits-only filing. Accordingly, this amendment consists only of the facing page, this explanatory note, Item 21 of Part II of the Registration Statement, the signature page to the Registration Statement and the filed exhibits. The remainder of the Registration Statement is unchanged and has therefore been omitted.

PART II

INFORMATION NOT REQUIRED IN RESPECTUS

Item 21. Exhibits and Financial Statement Schedules

(a) Exhibits:

Exhibit Number	Description
<u>2.1**</u>	<u>Business Combination Agreement and Plan of Reorganization, dated as of February 13, 2023, by and among ROC Energy Acquisition Corp., Merger Sub and Drilling Tools International Holdings, Inc. (included as Annex A to the proxy statement/prospectus/consent solicitation statement included in this Registration Statement).</u>
<u>3.1**</u>	<u>Amended and Restated Certificate of Incorporation of ROC Energy Acquisition Corp. (incorporated by reference to Exhibit 3.1 to ROC Energy Acquisition Corp.'s Current Report on Form 8-K (File No. 001-41103) filed with the SEC on December 7, 2021).</u>
<u>3.2**</u>	<u>Form of Amended and Restated Certificate of Incorporation of PubCo (included as Annex B to the proxy statement/prospectus/consent solicitation statement included in this Registration Statement).</u>
<u>3.3**</u>	<u>Bylaws of ROC Energy Acquisition Corp. (incorporated by reference to Exhibit 3.3 to ROC Energy Acquisition Corp.'s Registration Statement on Form S-1 (File No. 333-260891) filed with the SEC on November 9, 2021).</u>
<u>3.4**</u>	<u>Form of Bylaws of PubCo (incorporated by reference to Exhibit 3.4 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on February 14, 2023).</u>
<u>4.1**</u>	<u>Specimen Unit Certificate of ROC Energy Acquisition Corp. (incorporated by reference to Exhibit 4.1 to ROC Energy Acquisition Corp.'s Registration Statement on Form S-1/A (File No. 333-260891) filed with the SEC on November 15, 2021).</u>
<u>4.2**</u>	<u>Specimen Common Stock Certificate of ROC Energy Acquisition Corp. (incorporated by reference to Exhibit 4.2 to ROC Energy Acquisition Corp.'s Registration Statement on Form S-1/A (File No. 333-260891) filed with the SEC on November 15, 2021).</u>
<u>4.3**</u>	<u>Specimen Rights Certificate of ROC Energy Acquisition Corp. (incorporated by reference to Exhibit 4.3 to ROC Energy Acquisition Corp.'s Registration Statement on Form S-1/A (File No. 333-260891) filed with the SEC on November 15, 2021).</u>
<u>4.4**</u>	<u>Rights Agreement, dated December 1, 2021, by and between the Company and Continental Stock Transfer & Trust Company, as rights agent (incorporated by reference to Exhibit 4.1 to ROC Energy Acquisition Corp.'s Current Report on Form 8-K (File No. 001-41103) filed with the SEC on December 7, 2021).</u>
<u>5.1**</u>	<u>Opinion of Winston & Strawn LLP with respect to the legality of the securities being registered (incorporated by reference to Exhibit 5.1 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on February 14, 2023).</u>
<u>8.1</u>	<u>Opinion of Bracewell LLP regarding certain U.S. tax matters.</u>
<u>10.1 †</u>	<u>Form of 2023 Omnibus Incentive Plan (included as Annex C to the proxy statement/prospectus/ consent solicitation statement included in this Registration Statement).</u>
<u>10.2**</u>	<u>Letter Agreement, dated December 1, 2021, by and among ROC Energy Acquisition Corp., its officers and directors and our Sponsor (incorporated by reference to Exhibit 10.1 to ROC Energy Acquisition Corp.'s Current Report on Form 8-K (File No. 001-41103) filed with the SEC on December 7, 2021).</u>

Exhibit Number	Description
<u>10.3 **</u>	<u>Investment Management Trust Agreement, dated December 1, 2021, by and between ROC Energy Acquisition Corp. and Continental Stock Transfer & Trust Company, as trustee (incorporated by reference to Exhibit 10.2 to ROC Energy Acquisition Corp.'s Current Report on Form 8-K (File No. 001-41103) filed with the SEC on December 7, 2021).</u>
<u>10.4 **</u>	<u>Stock Escrow Agreement, dated December 1, 2021, by and between ROC Energy Acquisition Corp., the Sponsor and Continental Stock Transfer & Trust Company, as escrow agent (incorporated by reference to Exhibit 10.3 to ROC Energy Acquisition Corp.'s Current Report on Form 8-K (File No. 001-41103) filed with the SEC on December 7, 2021).</u>
<u>10.5 **</u>	<u>Registration Rights Agreement, dated December 1, 2021, among ROC Energy Acquisition Corp., our Sponsor and certain other security holders named therein (incorporated by reference to Exhibit 10.4 to ROC Energy Acquisition Corp.'s Current Report on Form 8-K (File No. 001-41103) filed with the SEC on December 7, 2021).</u>
<u>10.6 **</u>	<u>Securities Subscription Agreement, dated as of September 2, 2021 between the ROC Energy Acquisition Corp. and ROC Energy Holdings, LLC (incorporated by reference to Exhibit 10.5 to ROC Energy Acquisition Corp.'s Registration Statement on Form S-1 (File No. 333-260891) filed with the SEC on November 9, 2021).</u>
<u>10.7 **</u>	<u>Administrative Support Agreement, dated December 1, 2021, between ROC Energy Acquisition Corp. and Fifth Partners, LLC (incorporated by reference to Exhibit 10.5 to ROC Energy Acquisition Corp.'s Current Report on Form 8-K (File No. 001-41103) filed with the SEC on December 7, 2021).</u>
<u>10.8 **</u>	<u>Private Placement Units Purchase Agreement, dated December 1, 2021, by and between the Company and the Sponsor (incorporated by reference to Exhibit 10.6 to ROC Energy Acquisition Corp.'s Current Report on Form 8-K (File No. 001-41103) filed with the SEC on December 7, 2021).</u>
<u>10.9 **</u>	<u>Promissory Note, dated September 2, 2021, issued to our Sponsor (incorporated by reference to Exhibit 10.9 to ROC Energy Acquisition Corp.'s Registration Statement on Form S-1 (File No. 333-260891) filed with the SEC on November 9, 2021).</u>
<u>10.10 **</u>	<u>Form of Indemnification Agreement (incorporated by reference to Exhibit 10.6 to ROC Energy Acquisition Corp.'s Registration Statement on Form S-1/A (File No. 333-260891) filed with the SEC on November 15, 2021).</u>
<u>10.11 **</u>	<u>Form of Director Nomination Agreement (incorporated by reference to Exhibit 10.11 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on February 14, 2023).</u>
<u>10.12 **</u>	<u>Form of Lock-Up Agreement (incorporated by reference to Exhibit 10.12 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on February 14, 2023).</u>
<u>10.13 **</u>	<u>Form of Subscription Agreement (incorporated by reference to Exhibit 8.1 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on April 24, 2023).</u>
<u>10.14 **</u>	<u>Fairness Opinion of Energy Capital Solutions LLC (incorporated by reference to Exhibit 10.14 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on February 14, 2023).</u>
<u>10.15 **</u>	<u>Promissory Note, dated as of January 16, 2023, between FP SPAC 2, LLC and ROC Energy Acquisition Corp. (incorporated by reference to Exhibit 10.1 ROC Energy Acquisition Corp.'s Current Report on Form 8-K (File No. 001-41103) filed with the SEC on January 20, 2023).</u>

Exhibit Number	Description
<u>10.16 **</u>	<u>Sponsor Support Agreement, dated as of February 13, 2023, between the Sponsor, ROC Energy Acquisition Corp. and Drilling Tools International Holdings, Inc. (incorporated by reference to Exhibit 10.16 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on February 14, 2023).</u>
<u>10.17 **</u>	<u>Company Support Agreement, dated as of February 13, 2023, between the Sponsor, ROC Energy Acquisition Corp. and Drilling Tools International Holdings, Inc. (incorporated by reference to Exhibit 10.17 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on February 14, 2023).</u>
<u>10.18 **</u>	<u>Amended and Restated Registration Rights Agreement, dated as of February 13, 2023, between the Sponsor, ROC Energy Acquisition Corp., EarlyBirdCapital, Inc. and the other parties thereto (incorporated by reference to Exhibit 10.18 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on February 14, 2023).</u>
<u>21.1**</u>	<u>List of Subsidiaries (incorporated by reference to Exhibit 99.7 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on April 24, 2023).</u>
<u>23.1**</u>	<u>Consent of Weaver & Tidwell LLP (incorporated by reference to Exhibit 99.7 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on May 8, 2023).</u>
<u>23.2**</u>	<u>Consent of WithumSmith+Brown, PC (incorporated by reference to Exhibit 99.7 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on May 8, 2023).</u>
<u>23.3 **</u>	<u>Consent of Winston & Strawn L.L.P. (included in Exhibit 5.1).</u>
<u>23.4</u>	<u>Consent of Bracewell LLP (included in Exhibit 8.1)</u>
<u>24.1**</u>	<u>Power of Attorney (included on the Signature Page of this Registration Statement).</u>
<u>99.1 **</u>	<u>Consent of Curt Crofford to be named as a director (incorporated by reference to Exhibit 99.1 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on February 14, 2023).</u>
<u>99.2 **</u>	<u>Consent of Jack Furst to be named as a director (incorporated by reference to Exhibit 99.2 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on February 14, 2023).</u>
<u>99.3 **</u>	<u>Consent of Thomas O. Hicks to be named as a director (incorporated by reference to Exhibit 99.3 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on February 14, 2023).</u>
<u>99.4 **</u>	<u>Consent of Eric Neuman to be named as a director (incorporated by reference to Exhibit 99.4 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on February 14, 2023).</u>
<u>99.5 **</u>	<u>Consent of C. Richard Vermillion to be named as a director (incorporated by reference to Exhibit 99.5 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on February 14, 2023).</u>
<u>99.6 **</u>	<u>Consent of Energy Capital Solutions, LLC</u>
<u>99.7**</u>	<u>Form of Proxy Card for Stockholders' Meeting (incorporated by reference to Exhibit 99.7 to ROC Energy Acquisition Corp.'s Proxy Statement / Prospectus / Consent Solicitation Statement on Form S-4 (File No. 333-269763) filed with the SEC on May 8, 2023).</u>
<u>107 **</u>	<u>Filing Fee Table.</u>

** Previously filed by the Registrant as indicated.

† Management Contracts.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, Texas, on May 11, 2023.

ROC ENERGY ACQUISITION CORP.

By: /s/ Daniel Jeffrey Kimes

Name: Daniel Jeffrey Kimes

Title: Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on May 11, 2023.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Daniel Jeffrey Kimes</u> Daniel Jeffrey Kimes	Chief Executive Officer and Director (Principal Executive Officer)	May 11, 2023
<u>/s/ Rosemarie Cicalese</u> Rosemarie Cicalese	Chief Financial Officer (Principal Financial and Accounting Officer)	May 11, 2023
<u>/s/ Joe Drysdale</u> Joe Drysdale	Chairman of the Board	May 11, 2023
<u>/s/ Lee Canaan</u> Lee Canaan	Director	May 11, 2023
<u>/s/ Joseph Colonna</u> Joseph Colonna	Director	May 11, 2023
<u>/s/ Win Graham</u> Win Graham	Director	May 11, 2023
<u>/s/ Brian Minnehan</u> Brian Minnehan	Director	May 11, 2023
<u>/s/ Alberto Pontonio</u> Alberto Pontonio	Director	May 11, 2023

Bracewell LLP
31 West 52nd Street
Suite 1900
New York, NY 10019

Drilling Tools International Holdings, Inc.
3701 Briarpark Drive
Suite 150
Houston, TX 77042

May 11, 2023

Ladies and Gentlemen:

We have acted as counsel to Drilling Tools International Holdings, Inc., a Delaware corporation (the "Company"), in connection with the Agreement and Plan of Merger dated as of February 13, 2023 (the "Merger Agreement"), by and among the Company, ROC Energy Acquisition Corp., a Delaware corporation ("Acquiror"), and ROC Merger Sub, Inc., a Delaware corporation ("Merger Sub"), pursuant to which Merger Sub will merge with and into the Company, with the Company surviving such merger as a wholly-owned subsidiary of Acquiror (the "Merger"). For purposes of this opinion, capitalized terms used but not otherwise defined herein shall have the meaning given to such terms in the Merger Agreement.

This opinion is being delivered in connection with the filing of the registration statement on Form S-4 (as amended, the "Registration Statement") filed on the date hereof by the Company, including the proxy statement/prospectus/consent solicitation statement constituting a part thereof (the "Proxy Statement/Prospectus/Consent Solicitation Statement"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended, in relation to the Merger, and to which this opinion is an exhibit.

In preparing our opinion, we have examined and relied on originals or copies, certified or otherwise identified to our satisfaction of (1) the Merger Agreement, including the exhibits, schedules and other attachments thereto, (2) the Registration Statement, (3) the representation letters of officers of the Company and Acquiror (each a "Representation Party" and together, the "Representation Parties") delivered to us for purposes of rendering our opinion (the "Representation Letters"), and (4) such other documents, certificates and records as we have deemed necessary or appropriate as a basis for our opinion. In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed, photostatic, or electronic copies, and the authenticity of the originals of such documents. In making our examination of documents executed, or to be executed, we have assumed that the parties thereto had, or will have, the legal authority to enter into and to perform all obligations thereunder.

In rendering our opinion, we have relied upon statements and representations of officers and other representatives of the Representation Parties, and we have assumed, with your permission, that such statements and representations, including those set forth in the Representation Letters, are and will continue to be accurate and complete without regard to any qualification as to knowledge, belief, intent, or otherwise. We have assumed, with your permission, that the Representation Letters will be executed in substantially the same form as those versions we have previously reviewed and that we will render our opinion, in each case, as of the Effective Time. In addition, we have assumed, with your permission, that (1) the Merger will be consummated in the manner described in the Merger Agreement and the Registration Statement and that none of the terms or conditions contained therein will be waived or modified, (2) the Merger Agreement, the Registration Statement, and the Representation Letters accurately reflect the facts relating to each of the Representation Parties and the Merger, and (3) the parties to the Merger Agreement have complied with and, if applicable, will continue to comply with, the covenants contained in the Merger Agreement. Our opinion assumes and is expressly conditioned on, among other things, the initial and continuing accuracy of the facts, information, covenants, and representations and warranties set forth in the documents referred to above. Please note that, for purposes of our opinion, we have not independently verified all of the facts, representations, and covenants set forth in the Merger Agreement, the Registration Statement, the Representation Letters, or any other document (other than verification as we have deemed necessary to fulfill our professional responsibilities as counsel).

This opinion represents our best professional judgment regarding the application of U.S. federal income tax laws arising under the Code and the Treasury Regulations promulgated thereunder, existing judicial decisions, and published rulings and procedures, but does not address all of the U.S. federal income tax consequences of the Merger. We express no opinion as to any U.S. federal, state, local, foreign, or other tax consequences, other than to the extent set forth herein. Our opinion is not binding upon the IRS or the courts, and there is no assurance that the IRS will not assert a contrary position. Furthermore, no assurance can be given that future legislative, judicial, or administrative changes, whether applicable on a prospective or retroactive basis, would not adversely affect the validity or accuracy of the conclusions stated herein. Nevertheless, we undertake no responsibility to advise you of any new developments in the application or interpretation of relevant U.S. federal income tax laws.

Based upon and subject to the foregoing, and the limitations, qualifications, assumptions, and caveats set forth herein, we confirm that (1) we are of the opinion that the Merger will qualify as a “reorganization” within the meaning of Section 368(a) of the Code and (2) the disclosure contained in the Proxy Statement/Prospectus/Consent Solicitation Statement under the heading “Material U.S. Federal Income Tax Considerations—Tax Treatment to U.S. Holders of DTI Capital Stock” constitutes our opinion insofar as it expresses conclusions as to the application of U.S. federal income tax law.

Please note that no opinion is expressed as to any transaction other than the Merger as described in the Merger Agreement and the Registration Statement. Furthermore, no opinion is expressed as to any matter whatsoever, including the Merger, if, to the extent relevant to our opinion, either (1) any of the transactions described in the Merger Agreement is not consummated in accordance with the terms of the Merger Agreement and without waiver or breach of any provisions thereof or (2) any of the factual statements, representations, warranties, and assumptions upon which we have relied, including those set forth in the Merger Agreement, the Registration Statement and the Representation Letters, is not true and accurate at all relevant times.

We hereby consent to the filing of this opinion as Exhibit 8.1 to the Registration Statement and to the references to our firm name in the Proxy Statement/Prospectus/Consent Solicitation Statement under the captions “Questions and Answers About the Proposals for ROC Stockholders,” “Summary of the Proxy Statement/Prospectus/Consent Solicitation Statement—Tax Treatment of the Business Combination,” and “Material U.S. Federal Income Tax Considerations—Tax Treatment to U.S. Holders of DTI Capital Stock.”

Very truly yours,

/s/ Bracewell LLP

Bracewell LLP
