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common stock and warrants with an aggregate public offering price of up to \$500,000,000.

The Registrant has entered into certain agreements, including an Eleventh Amendment and Twelfth Amendment to their Second Amended and Restated Credit Agreement, dated as of June 6, 1997, as amended and restated through September 14, 1998 and as further amended, among Registrant, the several Lenders from time to time parties thereto, PNC Bank, National Association, as Administrative Agent, Norwest Bank Texas, N.A., as Collateral Agent and PNC Capital Markets, Inc., as Arranger ("Credit Agreement"), copies of which are filed as exhibits to this Form 8-K and are incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits:

- 1.1 - Underwriting Agreement, dated February 22, 2002, among the Registrant and Lehman Brothers Inc., Bear Stearns & Co. Inc. and First Albany Corporation
- 4.1 - Indenture dated as of February 22, 2002 among the Registrant and U.S. Bank National Association
- 10.1 - Eleventh Amendment to the Second Amended and Restated Credit Agreement, dated as of June 6, 1997, as amended and restated through September 14, 1998 and as further amended, among Registrant, the several Lenders from time to time parties thereto, PNC Bank, National Association, as Administrative Agent, Norwest Bank Texas, N.A., as Collateral Agent and PNC Capital Markets, Inc., as Arranger.
- 10.2 - Twelfth Amendment to the Second Amended and Restated Credit Agreement, dated as of June 6, 1997, as amended and restated through September 14, 1998 and as further amended, among Registrant, the several Lenders from time to time parties thereto, PNC Bank, National Association, as Administrative Agent, Norwest Bank Texas, N.A., as Collateral Agent and PNC Capital Markets, Inc., as Arranger.
- 25.1 - Statement of Eligibility of Trustee, U.S. Bank National Association, a national banking association, on Form T-1

SIGNATURE

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: February 27, 2002

KEY ENERGY SERVICES, INC.

By: /s/ Francis D. John

Name: Francis D. John

Title: President and Chief Executive Officer

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