

TETRA TECHNOLOGIES INC

Form 424B5

June 16, 2016

**Table of Contents**

**Filed Pursuant to Rule 424(b)(5)**

**Registration No. 333-210335**

**PROSPECTUS SUPPLEMENT**

**(To prospectus dated April 13, 2016)**

**10,000,000 Shares**

**TETRA Technologies, Inc.**

**Common Stock**

We are selling 10,000,000 shares of our common stock.

Our shares trade on the New York Stock Exchange under the symbol TTI. On June 15, 2016 the last sale price of the shares as reported on the New York Stock Exchange was \$6.38 per share.

**Investing in our common stock involves risks, including those described or referenced under Risk Factors on page S-6 of this prospectus supplement.**

	<b>Per Share</b>	<b>Total</b>
Public offering price	\$5.50	\$55,000,000
Underwriting discounts(1)	\$.2475	\$2,475,000
Proceeds, before expenses, to us	\$5.2525	\$52,525,000

- (1) Please read Underwriting (Conflicts of Interest) for a description of all underwriting compensation payable in connection with this offering.

Edgar Filing: TETRA TECHNOLOGIES INC - Form 424B5

The underwriters may also exercise their option to purchase up to an additional 1,500,000 shares from us, at the public offering price, less the underwriting discount, for 30 days after the date of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about June 21, 2016.

*Joint Book-Running Managers*

**BofA Merrill Lynch**

**Wells Fargo Securities**

*Co-Managers*

**J.P. Morgan**

**RBC Capital Markets**

**DNB Markets**

**Comerica Securities**

The date of this prospectus supplement is June 16, 2016.

Table of Contents**TABLE OF CONTENTS****Prospectus Supplement**

<u>ABOUT THIS PROSPECTUS</u>	S-i
<u>SUMMARY</u>	S-1
<u>RISK FACTORS</u>	S-6
<u>CAUTIONARY COMMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	S-8
<u>USE OF PROCEEDS</u>	S-10
<u>PRICE RANGE OF COMMON STOCK</u>	S-11
<u>DIVIDEND POLICY</u>	S-11
<u>CAPITALIZATION</u>	S-12
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS FOR NON-U.S. HOLDERS</u>	S-14
<u>UNDERWRITING (CONFLICTS OF INTEREST)</u>	S-18
<u>LEGAL MATTERS</u>	S-25
<u>EXPERTS</u>	S-25
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	S-25

**Prospectus**

<u>About this Prospectus</u>	i
<u>Incorporation by Reference</u>	ii
<u>Where You Can Find More Information</u>	ii
<u>Cautionary Statement Regarding Forward-Looking Statement</u>	iii
<u>TETRA Technologies, Inc.</u>	1
<u>Risk Factors</u>	2
<u>Use of Proceeds</u>	2
<u>Ratios of Earnings to Fixed Charges</u>	2
<u>Description of Capital Stock</u>	3
<u>Description of Debt Securities</u>	6
<u>Description of Warrants</u>	16
<u>Description of Rights</u>	17
<u>Description of Units</u>	17
<u>Plan of Distribution</u>	18
<u>Legal Matters</u>	19
<u>Experts</u>	19

**ABOUT THIS PROSPECTUS**

This document is in two parts. This prospectus supplement, which describes the terms of this offering of shares of our common stock, adds to, updates and changes the information contained in the accompanying prospectus, which provides more general information. Generally, when we refer to the prospectus, we are referring to this prospectus supplement and the accompanying prospectus combined. If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. Before you invest in shares of our common stock, you should carefully read this prospectus supplement, along with the accompanying prospectus, in addition to the information contained in the documents incorporated by

reference into this prospectus supplement and referred to under the heading "Where You Can Find More Information" in this prospectus supplement and the accompanying prospectus.

**You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus filed with the Securities and Exchange Commission, or SEC, and used or referred to in an offering to you of these securities. We**

S-i

**Table of Contents**

**have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where offers and sales are permitted. The information contained or incorporated by reference in this prospectus supplement is accurate only as of the date of this prospectus supplement, regardless of the time of delivery of this prospectus supplement or any related free writing prospectus or any sale of our common stock. Our business, financial condition, results of operations and prospects may have changed since that date.**

S-ii

**Table of Contents**

**SUMMARY**

*This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus or incorporated herein or therein by reference. This summary does not contain all of the information that may be important to you. You should read this entire prospectus supplement and the accompanying prospectus carefully, including the risks discussed under Risk Factors and Cautionary Comment Regarding Forward-Looking Statements included elsewhere in this prospectus supplement and the consolidated financial statements and notes thereto and other information incorporated by reference herein or in the accompanying prospectus. Unless otherwise indicated or unless the context otherwise requires, all references in this prospectus to TETRA, TETRA Technologies, our company, we, our, us or similar references mean TETRA Technologies, Inc. and its consolidated subsidiaries.*

**OUR COMPANY**

We are a geographically diversified oil and gas services company, focused on completion fluids and associated products and services, water management, frac flowback, production well testing, offshore rig cooling, compression services and equipment, and selected offshore services including well plugging and abandonment, decommissioning, and diving. We also have a limited domestic oil and gas production business. We are composed of five reporting segments organized into four divisions Fluids, Production Testing, Compression, and Offshore.

Our Fluids Division manufactures and markets clear brine fluids, additives, and associated products and services to the oil and gas industry for use in well drilling, completion, and workover operations in the United States and in certain countries in Latin America, Europe, Asia, the Middle East, and Africa. The division also markets liquid and dry calcium chloride products manufactured at its production facilities or purchased from third-party suppliers to a variety of markets outside the energy industry. The Fluids Division also provides North American onshore oil and gas operators with comprehensive water management services.

Our Production Testing Division provides frac flowback, production well testing, offshore rig cooling, and other associated services in many of the major oil and gas producing regions in the United States, Mexico, and Canada, as well as in certain basins in certain regions in South America, Africa, Europe, the Middle East, and Australia.

Our Compression Division is a provider of compression services and equipment for natural gas and oil production, gathering, transportation, processing, and storage. The Compression Division's equipment and parts sales business includes the fabrication and sale of standard compressor packages, custom-designed compressor packages, and oilfield fluid pump systems designed and fabricated at the division's facilities, as well as the sale of compressor package parts and components manufactured by third-party suppliers. The Compression Division's aftermarket services business provides compressor package reconfiguration and maintenance services. The Compression Division provides its services and equipment to a broad base of natural gas and oil exploration and production, midstream, transmission, and storage companies operating throughout many of the onshore producing regions of the United States as well as in a number of foreign countries, including Mexico, Canada, and Argentina.

Our Offshore Division consists of two operating segments: Offshore Services and Maritech. The Offshore Services segment provides: (1) downhole and subsea services such as well plugging and abandonment and workover services; (2) decommissioning and certain construction services utilizing heavy lift barges and various cutting technologies with regard to offshore oil and gas production platforms and pipelines; and (3) conventional and saturation diving services.

The Maritech segment is a limited oil and gas production operation. During 2011 and the first quarter of 2012, Maritech sold substantially all of its oil- and gas-producing property interests. Maritech's operations

S-1

## Table of Contents

consist primarily of the ongoing abandonment and decommissioning associated with its remaining offshore wells and production platforms. Maritech intends to acquire a portion of these services from the Offshore Division's Offshore Services segment.

We continue to pursue a long-term growth strategy that includes expanding our existing core businesses, with the exception of the Maritech segment, through internal growth and acquisitions, domestically and internationally.

### **Recent Developments**

As previously disclosed in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, we determined, based upon financial forecasts and market conditions as of May 10, 2016, that it was reasonably possible that we would not be in compliance with our interest coverage ratio covenant under our revolving credit agreement (the Credit Agreement) as of September 30, 2016, and that we were in discussions with our lenders for amendments to our Credit Agreement as well as our senior note agreements with regard to those interest coverage ratio covenants. We were in compliance with the interest coverage ratio covenants and all other financial covenants under the Credit Agreement and our senior note agreements as of March 31, 2016, including a leverage ratio of 2.08x as compared to 3.0x maximum leverage ratio allowed under our Credit Agreement.

During the second quarter of 2016, we drew down a total of \$110.0 million on our Credit Agreement. We used these proceeds to (i) purchase for cash the notes tendered in our previously announced tender offers (the 2010 Notes and 2013 Notes Tender Offers) for our outstanding 5.09% Senior Notes, Series 2010-A (the 2010-A Notes), and 5.67% Senior Notes, Series 2010-B, (the 2010-B Notes and collectively with the 2010-A Notes, the 2010 Notes) and our 4.00% Senior Notes, Series 2013 (the 2013 Notes) in the aggregate principal amount of \$100,000,000, and (ii) redeem \$10.0 million of our Senior Secured Notes due April 1, 2017 (the Senior Secured Notes), reducing the outstanding principal amount of the Senior Secured Notes to \$30 million as of June 13, 2016. As of June 13, 2016, there was \$148 million outstanding under our Credit Agreement resulting in an availability of \$68.9 million, subject to compliance with financial covenants and other provisions of the Credit Agreement that limit borrowings thereunder.

Based on financial forecasts and market conditions as of June 13, 2016, we have now determined that there is a significant level of uncertainty as to whether we will be in compliance with the interest coverage ratio covenant under our Credit Agreement as of September 30, 2016. Our interest coverage ratio is based on our EBITDA less a calculated amount of maintenance capital expenditures rather than actual maintenance capital expenditures, for the last quarterly trailing twelve-month period. For the quarter ending September 30, 2016, we estimate that the calculated deduction for maintenance capital expenditures will be in excess of our projected capital expenditures for the last quarterly trailing twelve-month period as of September 30, 2016, and this excess may result in our inability to comply with the interest coverage ratio covenant as of September 30, 2016.

We have advanced the discussions that we previously disclosed with our lenders to eliminate these covenants and replace them with more conventional fixed charge coverage ratio covenants. We recently received a non-binding term sheet from the administrative agent under our Credit Agreement that provides for a fixed charge coverage ratio covenant in lieu of the existing interest coverage ratio covenant. The proposed fixed charge coverage ratio compares our EBITDA minus (i) cash income tax expense, (ii) non-financed capital expenditures, and (iii) cash dividends and distributions to our interest expense plus scheduled principal payments and stock repurchases. In exchange for this change in covenants, the non-binding term sheet contemplates other amendments to the Credit Agreement including, among others, (i) our providing collateral to secure the credit facility, (ii) an increase in the leverage ratio from 3.00x to 4.00x through June 30, 2018, with subsequent step downs, and (iii) an increase in the applicable interest rate margins based upon our leverage ratio. We believe we

S-2

## **Table of Contents**

will be able to obtain these anticipated amendments without a reduction in the \$225 million commitment level under our Credit Agreement. We have been notified by the administrative agent under the Credit Agreement that these proposed amendments to our Credit Agreement are supported by lenders holding a sufficient amount of the loans necessary to approve such amendments, subject to acceptable documentation and an agreement with GSO Tetra Holding LP ( GSO ), the holder of our 11.0% Series 2015 Senior Notes in the outstanding principal amount of \$125 million (the 11.0% Series 2015 Senior Notes ), on comparable terms. We have also recently received a non-binding term sheet from GSO that provides for a similar replacement of the interest coverage ratio covenant with a fixed charge coverage ratio covenant, as well as other proposed amendments to the related note purchase agreement (the Note Purchase Agreement ), including, among others, an increase in the leverage ratio from 3.50x to 4.50x through March 31, 2018, with subsequent step downs. We do not anticipate that the applicable interest rate under the 11.0% Series 2015 Senior Notes will be changed in the amendment. We believe we will be able to consummate the required amendments reflected in both of these non-binding term sheets promptly following this offering and are in active negotiations with our lenders regarding these amendments. However, these amendments are subject to the satisfaction of certain conditions and our lenders are under no obligation to agree to the proposed amendments. Accordingly, there is no assurance that we will be successful in amending our Credit Agreement and the Note Purchase Agreement to eliminate the interest coverage ratio covenant as anticipated by the respective term sheets. We anticipate paying off the remaining \$30 million of our Senior Secured Notes prior to September 30, 2016 with drawdowns on our Credit Agreement.

If we are unable to complete the anticipated amendments to our Credit Agreement and Note Purchase Agreement or obtain a waiver to our anticipated interest coverage ratio covenant breaches, and we are not in compliance with this covenant as of September 30, 2016, an event of default will occur under our Credit Agreement. Any such event of default under our Credit Agreement would allow the lenders to terminate their commitments and to accelerate all indebtedness outstanding thereunder. The significant uncertainty with respect to compliance with our interest coverage ratio covenant for the period ending September 30, 2016 raises a substantial doubt about our ability to continue as a going concern. In addition, the acceleration of the loans under our Credit Agreement will constitute a default under our Senior Secured Notes and our 11.0% Series 2015 Senior Notes giving the holders of such notes the right to accelerate all indebtedness outstanding thereunder. However, we believe that if the amendments are finalized as expected and executed, they will resolve the covenant issue described above and eliminate any doubt regarding our ability to continue as a going concern.

### **Our Executive Offices**

Our corporate headquarters are located at 24955 Interstate 45 North in The Woodlands, Texas. Our phone number is (281) 367-1983 and our website is accessed at [www.tetratec.com](http://www.tetratec.com). Information on our website is not incorporated into this prospectus or our other securities filings and is not a part of this prospectus.

**Table of Contents**

**The Offering**

Issuer	TETRA Technologies, Inc.
Common stock offered by us	10,000,000 shares
Option to purchase additional common stock	The underwriters may purchase up to an additional 1,500,000 shares of our common stock within 30 days of the date of this prospectus supplement.
Common stock to be outstanding after the offering	90,494,679 shares, or 91,994,679 shares if the underwriters exercise in full their option to purchase an additional 1,500,000 shares. <sup>(1)</sup>
Use of proceeds	We intend to use the net proceeds of approximately \$52,025,000 million from the offering, after deducting underwriting discounts and estimated offering expenses, to repay indebtedness outstanding under our senior secured notes and revolving credit facility and for general corporate purposes.
Conflicts of Interest	Affiliates of Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC are lenders under our revolving credit facility and an affiliate of Wells Fargo Securities, LLC is a holder of our senior secured notes. Because each will receive 5% or more of the net proceeds of this offering due to the repayment of the senior secured notes and a portion of the revolving credit facility by us, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC are deemed to have a conflict of interest under Rule 5121, or FINRA Rule 5121, of the Financial Industry Regulatory Authority, Inc., or FINRA. Accordingly, this offering is being made in compliance with the requirements of FINRA Rule 5121. The appointment of a qualified independent underwriter is not required in connection with this offering as a bona fide public market, as defined in FINRA Rule 5121, exists for our common stock. See Use of Proceeds and Underwriting (Conflicts of Interest).
Exchange listing	Our common stock is listed on the New York Stock Exchange under the symbol TTI.
Risk factors	

An investment in our common stock is subject to risks. Please refer to Risk Factors, and Cautionary Comment Regarding Forward-Looking Statements, together with all of the other information set forth in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein, before deciding to invest in shares of our common stock.

Transfer agent

Computershare Trust Company, N.A.

(1) The shares outstanding after this offering are based on 80,494,679 shares outstanding at June 14, 2016.

S-4

**Table of Contents****Summary Financial Information**

Our summary historical consolidated financial information as of and for the periods ended December 31, 2015, 2014 and 2013 is derived from our audited historical consolidated financial statements prepared in accordance with generally accepted accounting principles, or GAAP. Our summary historical consolidated financial information as of and for the periods ended March 31, 2016 and 2015 is derived from our unaudited historical consolidated financial statements prepared in accordance with GAAP. This financial information should be read in conjunction with our historical consolidated financial statements and the notes to those statements included in our Annual Report on Form 10-K for the year ended December 31, 2015 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, which are incorporated herein by reference.

	Year Ended December 31,			Three Months Ended March 31	
	2015	2014	2013	2016	2015
	(unaudited)				
	(In thousands, except share and per share data)				
<b>Statement of Operations Data</b>					
Revenues	\$ 1,130,145	\$ 1,077,567	\$ 909,398	\$ 169,329	\$ 251,092
Cost of Revenues	940,909	982,523	774,006	164,718	205,005
Gross profit	189,236	95,044	135,392	4,611	46,087
General and administrative expenses	157,812	142,689	131,466	33,611	35,269
Goodwill impairment	177,006	64,295		106,205	
Interest expense, net	50,514	31,998	17,121	14,639	13,793
Other (income) expense, net	5,667	13,933	(13,067)	(704)	(921)
Loss before taxes	(201,763)	(157,871)	(128)	(149,140)	(2,054)
Provision (benefit) for income taxes	7,704	9,704	(3,454)	(1,409)	1,568
Net income (loss)	(209,467)	(167,575)	3,325	(147,731)	(3,622)
Income (loss) attributable to noncontrolling interest	83,284	(2,103)	(3,172)	59,406	(825)
Net income (loss) attributable to TETRA stockholders	\$ (126,183)	\$ (169,678)	\$ 153	\$ (88,325)	\$ (4,447)
Net income (loss) per share attributable to TETRA stockholders					
Basic and diluted	\$ (1.59)	\$ (2.16)	\$	\$ (1.11)	\$ (0.06)
Weighted average number of common shares outstanding used in computing per share amounts:					
Basic	79,169	78,600	77,954	79,421	78,907
Diluted	79,169	78,600	78,840	79,421	78,907
<b>Balance sheet data (end of period):</b>					
Cash and cash equivalents	\$ 23,057	\$ 48,384	\$ 38,754	\$ 25,833	\$ 34,516
Working capital	170,158	121,999	200,913	152,079	116,640

Edgar Filing: TETRA TECHNOLOGIES INC - Form 424B5

Total assets	1,656,376	2,082,388	1,206,533	1,437,304	2,028,875
Long-term debt, net of current portion	873,402	844,961	387,727	841,366	859,785
Total current liabilities	185,246	378,460	173,026	142,234	342,549
Total TETRA stockholders equity	241,217	369,713	555,541	155,621	356,679

**Cash flow data from continuing operations:**

Net cash provided by operating activities	\$ 195,951	\$ 108,645	\$ 49,656	\$ 25,261	\$ 27,815
Net cash used in investing activities	(114,987)	(967,739)	(100,025)	(1,992)	(46,349)
Net cash provided by (used in) financing activities	(103,437)	871,644	15,734	(20,538)	5,636

During the three months ended March 31, 2016, we adopted Accounting Standards Update No. 2015-03 whereby certain deferred finance costs were reclassified on our consolidated balance sheet.

**Table of Contents**

**RISK FACTORS**

*An investment in our common stock involves various risks. You should carefully consider the matters discussed under Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015, as amended, as well as other information we have provided in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference, before reaching a decision regarding an investment in our common stock. The risks described below and cross-referenced in the documents above are not the only risks we face. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations.*

**Risks Related to Our Common Stock and This Offering**

*Our common stock has experienced, and may continue to experience, price volatility.*

The market price of our common stock may decline from its current levels in response to various factors and events beyond our control, including the following:

operating results that vary from the expectations of securities analysts and investors;

changes in expectations regarding our future financial performance, including financial estimates by securities analysts and investors;

general conditions in our industry, including levels of government funding for infrastructure projects;

announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships, joint ventures, financings or capital commitments;

changes in laws and regulations;

general economic and competitive conditions;

the limited trading volume of our common stock;

our issuance of a significant number of shares of our common stock, including upon exercise of employee stock options or warrants; and

the other risk factors described herein or incorporated by reference from our Annual Report on Form 10-K for the year ended December 31, 2015, as amended.

***We currently do not intend to pay dividends on our common stock and, consequently, you will achieve a positive return on your investment in our common stock only if the market price of our common stock appreciates above the price that you pay for it.***

We have never paid any cash dividends on our common stock. For the foreseeable future, we intend to retain any earnings in our business, and we do not anticipate paying any cash dividends. Whether or not we declare any dividends will be at the discretion of the Board of Directors considering then-existing conditions, including our financial condition and results of operations, capital requirements, bonding prospects, contractual restrictions (including those under our debt agreements), business prospects and other factors that our Board of Directors considers relevant. Consequently, your only opportunity to achieve a return on your investment in our company will be if the market price of our common stock appreciates and you are able to sell your shares at a profit.

S-6

**Table of Contents**

***Future sales or the possibility of future sales of our common stock in the public market could lower our stock price.***

Our directors and executive officers will beneficially own approximately 2.55 million shares of our common stock after completion of this offering. These stockholders will be free to sell those shares, subject to the limitations of Rule 144 or Rule 144(k) under the Securities Act, and, subject to certain exceptions, the 60-day lock-up agreements that these stockholders have entered into with the underwriter. In addition, approximately 125,000 shares held by our directors and officers are not, and additional shares to be issued pursuant to our long-term incentive plan in satisfaction of approximately \$2.1 million of bonuses earned for 2015 performance under our cash incentive compensation plan, based on the share price of our common stock at the time of issuance, would not be, subject to the restrictions set forth in such lock-up agreements. Registration of these restricted shares of common stock would permit their sale into the public market immediately. We cannot predict when these stockholders may sell their shares or in what volumes. However, the market price of our common stock could decline significantly if these stockholders sell a large number of shares into the public market after this offering or if the market believes that these sales may occur.

We may also issue our common stock from time to time as consideration for future acquisitions and investments. In the event that any such acquisition or investment is significant, the number of shares of our common stock that we may issue could in turn be significant. In addition, we may also grant registration rights covering those shares in connection with any such acquisition and investment.

We cannot predict the size of future issuances of our common stock or the effect, if any, that future issuances and sales of our common stock will have on the market price of our common stock. Sales of substantial amounts of our common stock (including shares of our common stock issued in connection with an acquisition or compensation or incentive plan), or the perception that sales could occur, may adversely affect prevailing market prices for our common stock.

***Delaware law and our charter documents may impede or discourage a takeover or change of control.***

Certain provisions of our certificate of incorporation, our bylaws and the provisions of Delaware law, individually or collectively, may impede a merger, takeover or other business combination involving us or discourage a potential acquirer from making a tender offer for our common stock, which could affect the market price of our common stock.

**Table of Contents**

**CAUTIONARY COMMENT REGARDING FORWARD-LOOKING STATEMENTS**

Some information contained in this prospectus, any prospectus supplement and in the documents we incorporate by reference herein and therein may contain certain statements (other than statements of historical fact) that constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or Exchange Act.

Forward-looking statements generally can be identified by the use of words such as anticipates, assumes, believes, budgets, could, estimates, expects, forecasts, goal, intends, may, might, plans, predicts, projects, should, targets, will, and would or similar expressions that convey the uncertainty of future events, activities, expectations or outcomes. However, these are not the exclusive means of identifying forward-looking statements.

Where any forward-looking statement includes a statement of the assumptions or bases underlying such forward-looking statement, we caution that, while we believe these assumptions or bases to be reasonable and to be made in good faith, assumed facts or bases almost always vary from actual results, and the difference between assumed facts or bases and actual results could be material, depending on the circumstances. It is important to note that actual results could differ materially from those projected by such forward-looking statements.

Although we believe that the expectations in our forward-looking statements are reasonable, we cannot give any assurance that those expectations will be correct. Our operations are subject to numerous uncertainties, risks and other influences, many of which are outside our control and any of which could materially affect our results of operations and ultimately prove the statements we make to be inaccurate.

Factors that could cause our results to differ materially from the results discussed in such forward-looking statements include, but are not limited to, the following:

economic and operating conditions that are outside of our control, including the supply, demand, and prices of crude oil and natural gas;

the levels of competition we encounter;

the activity levels of our customers;

the availability of adequate sources of capital to us;

our ability to comply with contractual obligations, including those under our financing arrangements;

our operational performance;

risks related to acquisitions and our growth strategy;

the availability of raw materials and labor at reasonable prices;

risks related to our foreign operations;

the effect and results of litigation, regulatory matters, settlements, audits, assessments, and contingencies;

information technology risks including the risk from cyberattack; and

other risks and uncertainties under Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015 and in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2016.

S-8

**Table of Contents**

The risks and uncertainties referred to above are generally beyond our ability to control and we cannot predict all the risks and uncertainties that could cause our actual results to differ from those indicated by the forward-looking statements. If any of these risks or uncertainties materialize, or if any of the underlying assumptions prove incorrect, actual results may vary from those indicated by the forward-looking statements, and such variances may be material.

All subsequent written and oral forward-looking statements made by or attributable to us or to persons acting on our behalf are expressly qualified in their entirety by reference to these risks and uncertainties. You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement, and we undertake no obligation to update or revise any forward-looking statements we may make, except as may be required by law.

S-9

**Table of Contents**

**USE OF PROCEEDS**

We estimate that our net proceeds from the sale of 10,000,000 shares of our common stock in this offering will be approximately \$52,025,000 million (\$59,903,750 million if the underwriters' option to purchase additional shares is exercised in full), after deducting estimated underwriting discounts and estimated offering expenses.

We intend to use the net proceeds from this offering to repay indebtedness outstanding under our Senior Secured Notes and Credit Agreement and for general corporate purposes.

At June 13, 2016, we had \$148 million of borrowings outstanding under our \$225.0 million Credit Agreement, with JPMorgan Chase Bank, N.A., as administrative agent, and the lenders from time to time party thereto. In addition, we had \$8.1 million in letters of credit and guarantees against the credit facility. Of the amount outstanding under our Credit Agreement, \$65.0 million was incurred on June 3, 2016 to repay our 5.09% Senior Notes, Series 2010-A and our 5.67% Senior Notes, Series 2010-B; \$35.0 million was incurred on May 25, 2016 to repay our 4.00% Senior Notes, Series 2013; and an aggregate of \$20.0 million was incurred in February and May 2016 to repay portions of our Senior Secured Notes. The average interest rate on the loans outstanding under our Credit Agreement during the three months ended March 31, 2016 was approximately 2.985%. Outstanding indebtedness under our Credit Agreement is payable on September 30, 2019.

At June 13, 2016, we had \$30.0 million of Senior Secured Notes outstanding, which were initially purchased by Wells Fargo Energy Capital, Inc. The average interest rate on the Senior Secured Notes outstanding during the three months ended March 31, 2016 was approximately 5.75%. The Senior Secured Notes are due April 1, 2019.

Affiliates of Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC are lenders under our revolving credit facility, and an affiliate of Wells Fargo Securities, LLC is a purchaser of our Senior Secured Notes, and such affiliates will receive a portion of the net proceeds from this offering in the form of the repayment of borrowings under our Credit Agreement and Senior Secured Notes. See Underwriting (Conflicts of Interest).

**Table of Contents****PRICE RANGE OF COMMON STOCK**

Our common stock is traded on the New York Stock Exchange under the symbol TTI. The quarterly market high and low sales prices for our common stock for 2014, 2015 and 2016 are summarized below:

	<b>Price per share</b>	
	<b>High</b>	<b>Low</b>
<b>2016</b>		
Second Quarter (through June 14, 2016)	\$ 7.75	\$ 4.91
First Quarter	\$ 7.81	\$ 4.62
<b>2015</b>		
Fourth Quarter	\$ 6.84	\$ 4.72
Third Quarter	\$ 7.52	\$ 5.85
Second Quarter	\$ 7.76	\$ 4.62
First Quarter	\$ 9.44	\$ 5.66
<b>2014</b>		
Fourth Quarter	\$ 12.84	\$ 9.92
Third Quarter	\$ 13.43	\$ 10.87
Second Quarter	\$ 12.11	\$ 9.25
First Quarter	\$ 10.96	\$ 4.90

On June 14, 2016, the closing sale price of our common stock as reported on the NYSE was \$6.41 per share. As of March 4, 2016, there were approximately 381 holders of record of our common stock. The number of record holders does not include holders of shares in street name or persons, partnerships, associations, corporations or other entities identified in security position listing maintained by depositories.

**DIVIDEND POLICY**

We have never paid any cash dividends on our common stock. For the foreseeable future, we intend to retain any earnings in our business, and we do not anticipate paying any cash dividends. Whether or not we declare any dividends will be at the discretion of our Board of Directors considering then-existing conditions, including the Company's financial condition and results of operations, capital requirements, bonding prospects, contractual restrictions (including those under our debt agreements), business prospects and other factors that our Board of Directors considers relevant.

**Table of Contents****CAPITALIZATION**

The following table sets forth our cash, cash equivalents and capitalization as of March 31, 2016:

on an actual basis;

on an as adjusted basis reflecting the application of the net proceeds from this offering, assuming no exercise of the underwriters' option to purchase additional shares and after deducting approximately \$2.5 million for underwriting discounts and estimated offering expenses of approximately \$500 thousand, as set forth under "Use of Proceeds."

These amounts exclude the debt liabilities and equity non-controlling interest associated with our CSI Compressco LP subsidiary (CCLP). We do not manage our capital structure on a consolidated basis, as there are no cross-default provisions, cross-collateralization provisions, or cross-guarantees between CCLP's debt and our debt. Long-term debt balances exclude associated debt discounts and deferred financing costs that are netted against long-term debt in our consolidated balance sheets.

You should read the following table in conjunction with "Use of Proceeds" in this prospectus supplement and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our audited consolidated financial statements and the related notes included in our Quarterly Report on Form 10-Q for the three months ended March 31, 2016, which is incorporated by reference into this prospectus supplement.

	<b>At March 31, 2016</b>	
	<b>As</b>	
	<b>Actual</b>	<b>Adjusted</b>
	<b>(Amounts in thousands, except share data)</b>	
Cash and cash equivalents(2)	\$ 15,543	\$ 15,543
Debt liabilities:		
Current maturities of long-term debt		
Long-term debt:		
Bank revolving line of credit facility(1)(2)	20,550	8,525
5.09% Senior Notes, Series 2010-A(3)	46,944	46,944
5.67% Senior Notes, Series 2010-B(3)	18,056	18,056
4.00% Senior Notes, Series 2013(3)	35,000	35,000
11.00% Senior Notes, Series 2015	125,000	125,000
Senior Secured Notes(4)	40,000	
Less current portion		
Total long-term debt	285,550	233,525
Total debt	285,550	233,525
TETRA stockholders' equity:		

Edgar Filing: TETRA TECHNOLOGIES INC - Form 424B5

Common stock, \$0.01 par value, 100,000,000 shares authorized; 83,032,028 shares issued, actual; 93,032,028 shares issued, as adjusted	\$ 830	\$ 930
Additional paid-in capital	257,948	309,873
Treasury stock	(16,843)	(16,843)
Accumulative other comprehensive loss	(42,164)	(42,164)
Retained earnings (deficit)	(44,150)	(44,150)
Total TETRA stockholders equity	155,621	207,646
Total capitalization	\$ 456,714	\$ 456,714

S-12

**Table of Contents**

- (1) Our credit facility in place on June 13, 2016 had \$148 million of borrowings outstanding, along with \$8.1 million of letters of credit and guarantees against it. The average interest rate on revolving debt outstanding during the three months ended March 31, 2016 was approximately 2.985%.
- (2) We anticipate using approximately \$52 million of net proceeds from this offering to repay indebtedness incurred under our credit facility after March 31, 2016 in connection with the repurchase of notes as described in notes (3) and (4) below.
- (3) Subsequent to March 31, 2016, we purchased all of these notes for cash obtained from borrowings made under our credit facility.
- (4) Subsequent to March 31, 2016, we purchased \$10.0 million of these notes for cash obtained from borrowings made under our credit facility. We had \$30.0 million of senior secured notes outstanding on June 13, 2016. The average interest rate on the senior secured notes outstanding during the three months ended March 31, 2016 was approximately 5.75%.

**Table of Contents**

**MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS FOR NON-U.S. HOLDERS**

The following is a summary of the material U.S. federal income tax consequences related to the purchase, ownership and disposition of our common stock by a non-U.S. holder (as defined below), that holds our common stock as a capital asset (generally property held for investment). This summary is based on the provisions of the Code, U.S. Treasury regulations and administrative rulings and judicial decisions, all as in effect on the date hereof, and all of which are subject to change, possibly with retroactive effect. We have not sought any ruling from the Internal Revenue Service ( IRS ) with respect to the statements made and the conclusions reached in the following summary, and there can be no assurance that the IRS or a court will agree with such statements and conclusions.

This summary does not address all aspects of U.S. federal income taxation that may be relevant to non-U.S. holders in light of their personal circumstances. In addition, this summary does not address the net investment income tax, U.S. federal estate or gift tax laws, any state, local or foreign tax laws or any tax treaties. This summary also does not address tax considerations applicable to investors that may be subject to special treatment under the U.S. federal income tax laws, such as (without limitation):

banks, insurance companies or other financial institutions;

tax-exempt or governmental organizations;

dealers in securities or foreign currencies;

traders in securities that use the mark-to-market method of accounting for U.S. federal income tax purposes;

persons subject to the alternative minimum tax;

partnerships or other pass-through entities for U.S. federal income tax purposes or holders of interests therein;

persons deemed to sell our common stock under the constructive sale provisions of the Code;

persons that acquired our common stock through the exercise of employee stock options or otherwise as compensation or through a tax-qualified retirement plan;

certain former citizens or long-term residents of the U.S.;

real estate investment trusts or regulated investment companies; and

persons that hold our common stock as part of a straddle, appreciated financial position, synthetic security, hedge, conversion transaction or other integrated investment or risk reduction transaction.

**PROSPECTIVE INVESTORS ARE ENCOURAGED TO CONSULT THEIR TAX ADVISOR WITH RESPECT TO THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATION, AS WELL AS ANY TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF OUR COMMON STOCK ARISING UNDER THE U.S. FEDERAL ESTATE AND GIFT TAX LAWS OR UNDER THE LAWS OF ANY STATE, LOCAL, NON-U.S. OR OTHER TAXING JURISDICTION OR UNDER ANY APPLICABLE TAX TREATY.**

#### **Non-U.S. Holder Defined**

For purposes of this discussion, a non-U.S. holder is a beneficial owner of our common stock that is not for U.S. federal income tax purposes any of the following:

an individual who is a citizen or resident of the U.S.;

S-14

## **Table of Contents**

a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the U.S., any state thereof or the District of Columbia;

an estate the income of which is subject to U.S. federal income tax regardless of its source; or

a trust (i) whose administration is subject to the primary supervision of a U.S. court and which has one or more U.S. persons who have the authority to control all substantial decisions of the trust or (ii) which has made a valid election under applicable U.S. Treasury regulations to be treated as a U.S. person for U.S. federal income tax purposes.

If a partnership (including an entity treated as a partnership for U.S. federal income tax purposes) holds our common stock, the tax treatment of a partner in the partnership generally will depend upon the status of the partner and upon the activities of the partnership. Accordingly, we urge partners in partnerships (including entities treated as partnerships for U.S. federal income tax purposes) considering the purchase of our common stock to consult their tax advisors regarding the U.S. federal income tax considerations of the purchase, ownership and disposition of our common stock by such partnership.

## **Distributions**

As described in the section entitled *Dividend Policy*, we have not made distributions on our common stock since our incorporation and do not anticipate making any distributions on our common stock in the foreseeable future. However, if we do make distributions of cash or property on our common stock, those payments will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. To the extent those distributions exceed our current and accumulated earnings and profits, the distributions will be treated as a nontaxable return of capital to the extent of the non-U.S. holder's tax basis in our common stock and thereafter as capital gain from the sale or exchange of such common stock. See *Gain on Disposition of Common Stock*.

Subject to the discussion of effectively connected income below, any distribution made to a non-U.S. holder on our common stock generally will be subject to U.S. withholding tax at a rate of 30% of the gross amount of the dividend unless an applicable income tax treaty provides for a lower rate. To receive the benefit of a reduced treaty rate, a non-U.S. holder must provide the withholding agent with an IRS Form W-8BEN or IRS Form W-8BEN-E (or other appropriate or successor form) certifying qualification for the reduced rate.

Dividends paid to a non-U.S. holder that are effectively connected with a trade or business conducted by the non-U.S. holder in the U.S. (and, if required by an applicable income tax treaty, are treated as attributable to a permanent establishment maintained by the non-U.S. holder in the U.S.) generally will be taxed on a net income basis at the rates and in the manner generally applicable to U.S. persons (as defined under the Code). Such effectively connected dividends will not be subject to U.S. withholding tax if the non-U.S. holder satisfies certain certification requirements by providing the withholding agent a properly executed IRS Form W-8ECI certifying eligibility for exemption. If the non-U.S. holder is a foreign corporation, it may also be subject to a branch profits tax (at a 30% rate or such lower rate as specified by an applicable income tax treaty) on its effectively connected earnings and profits (as adjusted for certain items). Non-U.S. holders should consult their tax advisors regarding any applicable tax treaties that may provide for different rules.

## **Gain on Disposition of Common Stock**

Subject to the discussion below under Additional Withholding Requirements, a non-U.S. holder generally will not be subject to U.S. federal income tax on any gain realized upon the sale or other disposition of our common stock unless:

the non-U.S. holder is an individual who is present in the U.S. for a period or periods aggregating 183 days or more during the calendar year in which the sale or disposition occurs and certain other conditions are met;

S-15

## **Table of Contents**

the gain is effectively connected with a trade or business conducted by the non-U.S. holder in the U.S. (and, if required by an applicable tax treaty, is attributable to a permanent establishment maintained by the non-U.S. holder in the U.S.); or

our common stock constitutes a U.S. real property interest by reason of our status as a U.S. real property holding corporation ( USRPHC ) for U.S. federal income tax purposes.

A non-U.S. holder described in the first bullet point above will be subject to U.S. federal income tax at a rate of 30% (or such lower rate as specified by an applicable income tax treaty) on the amount of such gain, which generally may be offset by U.S. source capital losses.

A non-U.S. holder whose gain is described in the second bullet point above generally will be taxed on a net income basis at the rates and in the manner generally applicable to U.S. persons (as defined under the Code) unless an applicable income tax treaty provides otherwise. If the non-U.S. holder is a corporation, it may also be subject to a branch profits tax (at a 30% rate or such lower rate as specified by an applicable income tax treaty) on its effectively connected earnings and profits (as adjusted for certain items) which will include such gain.

Generally, a corporation is a USRPHC only if the fair market value of its U.S. real property interests equals or exceeds 50% of the sum of the fair market value of its worldwide real property interests and its other assets used or held for use in a trade or business. We believe that we are currently not, and do not expect to become, a USRPHC for U.S. federal income tax purposes. Because the determination of whether we are a USRPHC depends on the fair market value of our U.S. real property interests relative to the value of our other business assets, there can be no assurance that we will not become a USRPHC in the future. However, as long as our common stock is considered to be regularly traded, as defined by applicable Treasury regulations, on an established securities market, only a non-U.S. holder that actually or constructively owns or owned at any time during the shorter of the five-year period ending on the date of the disposition or the non-U.S. holder's holding period for the common stock, more than 5% of our common stock will be taxable on gain recognized on the disposition of our common stock as a result of our status as a USRPHC.

Non-U.S. holders should consult their tax advisors with respect to the application of the foregoing rules to their ownership and disposition of our common stock.

## **Backup Withholding and Information Reporting**

Any dividends paid to a non-U.S. holder must be reported annually to the IRS and to the non-U.S. holder. Copies of these information returns may be made available to the tax authorities in the country in which the non-U.S. holder resides or is established. Payments of dividends to a non-U.S. holder generally will not be subject to backup withholding provided the applicable withholding agent does not have actual knowledge or reason to know the holder is a U.S. person and the non-U.S. holder establishes an exemption by properly certifying its non-U.S. status on an IRS Form W-8BEN, IRS Form W-8BEN-E or other appropriate version of IRS Form W-8.

Payments of the proceeds from a sale or other disposition by a non-U.S. holder of our common stock effected by or through a U.S. office of a broker generally will be subject to information reporting and backup withholding (at the applicable rate) unless the non-U.S. holder establishes an exemption by properly certifying its non-U.S. status on an IRS Form W-8BEN, IRS Form W-8BEN-E or other appropriate version of IRS Form W-8 and certain other conditions are met. Information reporting and backup withholding generally will not apply to any payment of the proceeds from a sale or other disposition of our common stock effected outside the U.S. by a foreign office of a broker. However, unless such broker has documentary evidence in its records that the holder is a non-U.S. holder and certain other conditions are met, or the non-U.S. holder otherwise establishes an exemption, information reporting will

apply to a payment of the proceeds of the disposition of our common stock effected outside the U.S. by such a broker if it has certain relationships within the U.S. Backup withholding is not an additional tax. Rather, the U.S. income tax liability (if any) of persons subject to backup withholding will be

S-16

**Table of Contents**

reduced by the amount of tax withheld. If withholding results in an overpayment of taxes, a refund may be obtained, provided that the required information is timely furnished to the IRS.

**Additional Withholding Requirements**

Sections 1471 through 1474 of the Code, and the Treasury regulations and administrative guidance issued thereunder, impose a 30% withholding tax on any dividends on our common stock and on the gross proceeds from a disposition of our common stock (if such disposition occurs after December 31, 2018), in each case if paid to a foreign financial institution or a non-financial foreign entity (each as defined in the Code) (including, in some cases, when such foreign financial institution or entity is acting as an intermediary), unless: (i) in the case of a foreign financial institution, such institution enters into an agreement with the U.S. government to withhold on certain payments, and to collect and provide to the U.S. tax authorities substantial information regarding U.S. account holders of such institution (which includes certain equity and debt holders of such institution, as well as certain account holders that are foreign entities with U.S. owners); (ii) in the case of a non-financial foreign entity, such entity certifies that it does not have any substantial U.S. owners (as defined in the Code) or provides the withholding agent with a certification (generally on an IRS Form W-8BEN-E) identifying the direct and indirect substantial U.S. owners of the entity; or (iii) the foreign financial institution or non-financial foreign entity otherwise qualifies for an exemption from these rules and provides appropriate documentation (such as an IRS Form W-8BEN-E). Foreign financial institutions located in jurisdictions that have an intergovernmental agreement with the U.S. governing these rules may be subject to different rules. Under certain circumstances, a holder might be eligible for refunds or credits of such taxes. Non-U.S. holders are encouraged to consult their tax advisors regarding the possible implications of these withholding rules.

**THE FOREGOING DISCUSSION IS FOR GENERAL INFORMATION ONLY AND SHOULD NOT BE VIEWED AS TAX ADVICE. INVESTORS CONSIDERING THE PURCHASE OF OUR COMMON STOCK ARE URGED TO CONSULT THEIR OWN TAX ADVISORS REGARDING THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATIONS AND THE APPLICABILITY AND EFFECT OF U.S. FEDERAL ESTATE AND GIFT TAX LAWS AND ANY STATE, LOCAL OR FOREIGN TAX LAWS AND TAX TREATIES.**

**Table of Contents****UNDERWRITING (CONFLICTS OF INTEREST)**

Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC are acting as representatives of each of the underwriters named below. Subject to the terms and conditions set forth in an underwriting agreement among us and the underwriters, we have agreed to sell to the underwriters, and each of the underwriters has agreed, severally and not jointly, to purchase from us, the number of shares of common stock set forth opposite its name below.

<b>Underwriter</b>	<b>Number of Shares</b>
Merrill Lynch, Pierce, Fenner & Smith Incorporated	4,000,000
Wells Fargo Securities, LLC	4,000,000
J.P. Morgan Securities LLC	800,000
RBC Capital Markets, LLC	600,000
DNB Markets, Inc.	400,000
Comerica Securities, Inc.	200,000
<b>Total</b>	<b>10,000,000</b>

Subject to the terms and conditions set forth in the underwriting agreement, the underwriters have agreed, severally and not jointly, to purchase all of the shares sold under the underwriting agreement if any of these shares are purchased. If an underwriter defaults, the underwriting agreement provides that the purchase commitments of the nondefaulting underwriters may be increased or the underwriting agreement may be terminated.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the underwriters may be required to make in respect of those liabilities.

The underwriters are offering the shares, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the shares, and other conditions contained in the underwriting agreement, such as the receipt by the underwriters of officer's certificates and legal opinions. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

**Commissions and Discounts**

The representatives have advised us that the underwriters propose initially to offer the shares to the public at the public offering price set forth on the cover page of this prospectus supplement and to dealers at that price less a concession not in excess of \$.14 per share. After the initial offering, the public offering price, concession or any other term of the offering may be changed.

The following table shows the public offering price, underwriting discount and proceeds before expenses to us. The information assumes either no exercise or full exercise by the underwriters of their option to purchase additional shares.

	<b>Per Share</b>	<b>Without Option</b>	<b>With Option</b>
Public offering price	\$5.50	\$55,000,000	\$63,250,000
Underwriting discount	\$.2475	\$2,475,000	\$2,846,250
Proceeds, before expenses, to us	\$5.2525	\$52,525,000	\$60,403,750

The expenses of this offering, not including the underwriting discount, are estimated at \$500,000 and are payable by us. We have agreed to reimburse the underwriters for their FINRA counsel fee in an amount up to \$20,000.

S-18

## **Table of Contents**

### **Option to Purchase Additional Shares**

We have granted an option to the underwriters, exercisable for 30 days after the date of this prospectus supplement, to purchase up to 1,500,000 additional shares at the public offering price, less the underwriting discount. If the underwriters exercise this option, each will be obligated, subject to conditions contained in the underwriting agreement, to purchase a number of additional shares proportionate to that underwriter's initial amount reflected in the above table.

### **No Sales of Similar Securities**

We, our executive officers and directors have agreed not to sell or transfer any common stock or securities convertible into, exchangeable for, exercisable for, or repayable with common stock, for 60 days after the date of this prospectus supplement without first obtaining the written consent of the representatives. Specifically, we and these other persons have agreed, with certain limited exceptions, not to directly or indirectly

offer, pledge, sell or contract to sell any common stock,

sell any option or contract to purchase any common stock,

purchase any option or contract to sell any common stock,

grant any option, right or warrant for the sale of any common stock,

lend or otherwise dispose of or transfer any common stock,

request or demand that we file a registration statement related to the common stock, or

enter into any swap or other agreement that transfers, in whole or in part, the economic consequence of ownership of any common stock whether any such swap or transaction is to be settled by delivery of shares or other securities, in cash or otherwise.

This lock-up provision applies to common stock and to securities convertible into or exchangeable or exercisable for or repayable with common stock. It also applies to common stock owned now or acquired later by the person executing the agreement or for which the person executing the agreement later acquires the power of disposition. Approximately 125,000 shares held by our directors and officers are not, and additional shares to be issued pursuant to our long-term incentive plan in satisfaction of approximately \$2.1 million of bonuses earned under our cash incentive compensation plan for 2015 performance, based on the share price of our common stock at the time of issuance, would not be, subject to the restrictions set forth in this lock-up provision.

### **New York Stock Exchange Listing**

The shares of common stock are listed on the New York Stock Exchange under the symbol TTI.

**Price Stabilization, Short Positions**

Until the distribution of the shares is completed, SEC rules may limit underwriters and selling group members from bidding for and purchasing our common stock. However, the representatives may engage in transactions that stabilize the price of the common stock, such as bids or purchases to peg, fix or maintain that price.

In connection with this offering, the underwriters may purchase and sell our common stock in the open market. These transactions may include short sales, purchases on the open market to cover positions created by short sales and stabilizing transactions. Short sales involve the sale by the underwriters of a greater number of shares than they are required to purchase in this offering. Covered short sales are sales made in an amount not greater than the underwriters option to purchase additional shares described above. The underwriters may close

## **Table of Contents**

out any covered short position by either exercising their option to purchase additional shares or purchasing shares in the open market. In determining the source of shares to close out the covered short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the option granted to them. Naked short sales are sales in excess of such option. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of our common stock in the open market after pricing that could adversely affect investors who purchase in this offering. Stabilizing transactions consist of various bids for or purchases of shares of common stock made by the underwriters in the open market prior to the completion of this offering.

Similar to other purchase transactions, the underwriters' purchases to cover the syndicate short sales may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of our common stock. As a result, the price of our common stock may be higher than the price that might otherwise exist in the open market. The underwriters may conduct these transactions on the New York Stock Exchange, in the over-the-counter market or otherwise.

Neither we nor any of the underwriters make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our common stock. In addition, neither we nor any of the underwriters make any representation that the representatives will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

## **Electronic Distribution**

In connection with this offering, certain of the underwriters or securities dealers may distribute the prospectus supplement and the accompanying prospectus by electronic means, such as e-mail.

## **Conflicts of Interest**

Affiliates of Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC are lenders under our revolving credit facility and an affiliate of Wells Fargo Securities, LLC is a holder of our senior secured notes. Because each will receive 5% or more of the net proceeds of this offering due to the repayment of the senior secured notes and a portion of the revolving credit facility by us, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC are deemed to have a conflict of interest under FINRA Rule 5121. Accordingly, this offering is being made in compliance with the requirements of FINRA Rule 5121. The appointment of a qualified independent underwriter is not required in connection with this offering as a bona fide public market, as defined in FINRA Rule 5121, exists for our common stock. In accordance with FINRA Rule 5121, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC will not confirm any sales to any account over which it exercises discretionary authority without the specific written approval of the transaction from the account holder. See Use of Proceeds.

## **Other Relationships**

Some of the underwriters and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us or our affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions.

In addition, in the ordinary course of their business activities, the underwriters and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial

instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. The underwriters and their affiliates may also make investment recommendations and/or publish or

S-20

**Table of Contents**

express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

**Notice to Prospective Investors in the European Economic Area**

In relation to each member state of the European Economic Area, no offer of shares which are the subject of this offering has been, or will be made to the public in that Member State, other than under the following exemptions under the Prospectus Directive:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the representatives for any such offer; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive, *provided* that no such offer of shares referred to in (a) to (c) above shall result in a requirement for us or any of the underwriters to publish a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

Each person located in a Member State to whom any offer of shares is made or who receives any communication in respect of an offer of shares, or who initially acquires any shares will be deemed to have represented, warranted, acknowledged and agreed to and with each of the underwriters and us that (1) it is a qualified investor within the meaning of the law in that Member State implementing Article 2(1)(e) of the Prospectus Directive; and (2) in the case of any shares acquired by it as a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, the shares acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the representatives has been given to the offer or resale; or where shares have been acquired by it on behalf of persons in any Member State other than qualified investors, the offer of those shares to it is not treated under the Prospectus Directive as having been made to such persons.

We, and our affiliates, and the underwriters, and their respective affiliates, will rely upon the truth and accuracy of the foregoing representations, acknowledgments and agreements.

This prospectus supplement has been prepared on the basis that any offer of shares in any Member State will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of shares. Accordingly any person making or intending to make an offer in that Member State of shares which are the subject of this offering contemplated in this prospectus supplement may only do so in circumstances in which no obligation arises for us or any of the underwriters to publish a prospectus pursuant to Article 3 of the Prospectus Directive in relation to such offer. Neither we nor any of the underwriters have authorized, nor do any of them authorize, the making of any offer of shares in circumstances in which an obligation arises for us or the underwriters to publish a prospectus for such offer.

For the purposes of this provision, the expression an offer of shares to the public in relation to any shares in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe the shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression Prospectus Directive means Directive 2003/71/EC (as amended) and includes any relevant implementing measure in each Member State.

The above selling restriction is in addition to any other selling restrictions set out below.

S-21

## **Table of Contents**

### **Notice to Prospective Investors in the United Kingdom**

In addition, in the United Kingdom, this document is being distributed only to, and is directed only at, and any offer subsequently made may only be directed at persons who are qualified investors (as defined in the Prospectus Directive) (i) who have professional experience in matters relating to investments falling within Article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the Order) and/or (ii) who are high net worth companies (or persons to whom it may otherwise be lawfully communicated) falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as relevant persons). This document must not be acted on or relied on in the United Kingdom by persons who are not relevant persons. In the United Kingdom, any investment or investment activity to which this document relates is only available to, and will be engaged in with, relevant persons.

### **Notice to Prospective Investors in Switzerland**

The shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange (SIX) or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the shares or this offering may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this document nor any other offering or marketing material relating to this offering have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of shares will not be supervised by, the Swiss Financial Market Supervisory Authority FINMA (FINMA), and the offer of shares has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes (CISA). The investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of shares.

### **Notice to Prospective Investors in the Dubai International Financial Centre**

This prospectus supplement relates to an Exempt Offer in accordance with the Offered Securities Rules of the Dubai Financial Services Authority (DFSA). This prospectus supplement is intended for distribution only to persons of a type specified in the Offered Securities Rules of the DFSA. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this prospectus supplement nor taken steps to verify the information set forth herein and has no responsibility for the prospectus supplement. The shares to which this prospectus supplement relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the shares offered should conduct their own due diligence on the shares. If you do not understand the contents of this prospectus supplement you should consult an authorized financial advisor.

### **Notice to Prospective Investors in Australia**

No placement document, prospectus, product disclosure statement or other disclosure document has been lodged with the Australian Securities and Investments Commission (ASIC), in relation to this offering. This prospectus supplement does not constitute a prospectus, product disclosure statement or other disclosure document under the Corporations Act 2001 (the Corporations Act), and does not purport to include the information required for a prospectus, product disclosure statement or other disclosure document under the Corporations Act.

Any offer in Australia of the shares may only be made to persons (the Exempt Investors ) who are sophisticated investors (within the meaning of section 708(8) of the Corporations Act), professional

S-22

## **Table of Contents**

investors (within the meaning of section 708(11) of the Corporations Act) or otherwise pursuant to one or more exemptions contained in section 708 of the Corporations Act so that it is lawful to offer the shares without disclosure to investors under Chapter 6D of the Corporations Act.

The shares applied for by Exempt Investors in Australia must not be offered for sale in Australia in the period of 12 months after the date of allotment under this offering, except in circumstances where disclosure to investors under Chapter 6D of the Corporations Act would not be required pursuant to an exemption under section 708 of the Corporations Act or otherwise or where the offer is pursuant to a disclosure document which complies with Chapter 6D of the Corporations Act. Any person acquiring shares must observe such Australian on-sale restrictions.

This prospectus supplement contains general information only and does not take account of the investment objectives, financial situation or particular needs of any particular person. It does not contain any securities recommendations or financial product advice. Before making an investment decision, investors need to consider whether the information in this prospectus supplement is appropriate to their needs, objectives and circumstances, and, if necessary, seek expert advice on those matters.

### **Notice to Prospective Investors in Hong Kong**

The shares have not been offered or sold and will not be offered or sold in Hong Kong, by means of any document, other than (a) to professional investors as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a prospectus as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance. No advertisement, invitation or document relating to the shares has been or may be issued or has been or may be in the possession of any person for the purposes of issue, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

### **Notice to Prospective Investors in Japan**

The shares have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948, as amended) and, accordingly, will not be offered or sold, directly or indirectly, in Japan, or for the benefit of any Japanese Person or to others for re-offering or resale, directly or indirectly, in Japan or to any Japanese Person, except in compliance with all applicable laws, regulations and ministerial guidelines promulgated by relevant Japanese governmental or regulatory authorities in effect at the relevant time. For the purposes of this paragraph, Japanese Person shall mean any person resident in Japan, including any corporation or other entity organized under the laws of Japan.

### **Notice to Prospective Investors in Singapore**

This prospectus supplement has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Non-CIS Securities may not be circulated or distributed, nor may the Non-CIS Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the

SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

S-23

**Table of Contents**

Where the Non-CIS Securities are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
  
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Non-CIS Securities pursuant to an offer made under Section 275 of the SFA except:
  - (a) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
  - (b) where no consideration is or will be given for the transfer;
  - (c) where the transfer is by operation of law;
  - (d) as specified in Section 276(7) of the SFA; or
  - (e) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

**Notice to Prospective Investors in Canada**

The shares may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any resale of the shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this prospectus supplement (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 (or, in the case of securities issued or guaranteed by the government of a non-Canadian jurisdiction, section 3A.4) of National Instrument 33-105 *Underwriting Conflicts* (NI 33-105), the underwriters are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

S-24

**Table of Contents**

**LEGAL MATTERS**

The validity of the shares of common stock offered in this prospectus will be passed upon for us by Andrews Kurth LLP, The Woodlands, Texas. Certain legal matters related to this offering will be passed upon for the underwriters by Latham & Watkins LLP, Houston, Texas.

**EXPERTS**

The consolidated financial statements of TETRA Technologies, Inc. appearing in TETRA Technologies, Inc.'s Annual Report (Form 10-K) for the year ended December 31, 2015 including the schedule appearing therein, and the effectiveness of TETRA Technologies, Inc.'s internal control over financial reporting as of December 31, 2015, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon included therein, and incorporated herein by reference. Such financial statements are, and audited financial statements to be included in subsequently filed documents will be, incorporated herein in reliance upon the reports of Ernst & Young LLP pertaining to such financial statements and the effectiveness of our internal control over financial reporting as of the respective dates (to the extent covered by consents filed with the Securities and Exchange Commission) given on the authority of such firm as experts in accounting and auditing.

**WHERE YOU CAN FIND MORE INFORMATION**

We are subject to the reporting requirements of the Exchange Act and file reports, proxy statements and other information with the SEC. We have filed with the SEC a registration statement to register the common stock offered by this prospectus supplement and the accompanying prospectus. This prospectus supplement and the accompanying prospectus, which forms part of the registration statement, do not contain all of the information included in the registration statement. For further information about us and the common stock offered in this prospectus supplement, you should refer to the registration statement and its exhibits. You may read and copy the registration statement and any other document that we file with the SEC at the SEC's Public Reference Room, 100 F Street, NE, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. In addition, the SEC maintains a web site that contains registration statements, reports, proxy statements and other information regarding registrants, such as us, that file electronically with the SEC. The address of the web site is [www.sec.gov](http://www.sec.gov).

The SEC allows us to incorporate by reference the information we file with the SEC. This means that we can disclose important information to you without actually including the specific information in this prospectus supplement or the accompanying prospectus by referring you to those documents. These other documents contain important information about us, our financial condition and our results of operations. The information incorporated by reference is an important part of this prospectus supplement and the accompanying prospectus. Information that we file with the SEC after the date of this prospectus supplement and until the termination of this offering and that is incorporated by reference in this prospectus supplement, will automatically update information contained in this prospectus supplement, the accompanying prospectus and in the other documents previously filed with the SEC, and may replace or supersede information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus.

We incorporated the documents listed below and any future filings we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any information furnished under Items 2.02 or 7.01 on any Current Report on Form 8-K) after the date of this prospectus supplement and until the termination of this offering. These documents contain important information about us, our financial condition and our results of operations.

Annual Report on Form 10-K for the year ended December 31, 2015, as amended;

Quarterly Report on Form 10-Q for the three months ended March 31, 2016;

S-25

**Table of Contents**

Current Reports on Form 8-K, as filed with the SEC on February 26, 2016, April 26, 2016, May 6, 2016, May 25, 2016 (two) and June 3, 2016; and

the description of our common stock contained in our registration statement on Form 8-A filed with the SEC on October 7, 1997, including any amendments and reports filed for the purpose of updating such description.

Any statements made in a document incorporated by reference in this prospectus supplement are deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement in this prospectus supplement or in any other subsequently filed document, which is also incorporated by reference, modifies or supersedes the statement. Any statement made or incorporated by reference in this prospectus supplement or the accompanying prospectus is deemed to be modified or superseded to the extent a statement in any subsequently filed document, which is incorporated by reference in this prospectus supplement, modifies or supersedes such statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement or the accompanying prospectus.

The information relating to us contained in this prospectus supplement and the accompanying prospectus should be read together with the information in the documents incorporated by reference herein and therein. In addition, certain information, including financial information, contained in this prospectus supplement and the accompanying prospectus or incorporated by reference herein or therein should be read in conjunction with documents we have filed with the SEC.

You may obtain copies of any documents incorporated by reference in this prospectus supplement and other documents we have filed with the SEC through the SEC's website at the address provided above. You also may request, without charge, a copy of any incorporated document (excluding exhibits, unless we have specifically incorporated an exhibit in an incorporated document) by writing or telephoning us at our principal executive offices at the following address:

TETRA Technologies, Inc.

24955 Interstate 45 North

The Woodlands, Texas 77380

(281) 367-1983

Attn: Investor Relations

S-26

**Table of Contents**

**PROSPECTUS**

**\$400,000,000**

**TETRA Technologies, Inc.**

**COMMON STOCK**

**PREFERRED STOCK**

**SENIOR DEBT SECURITIES**

**SUBORDINATED DEBT SECURITIES**

**WARRANTS**

**RIGHTS**

**UNITS**

By this prospectus, we may from time to time offer and sell in one or more offerings any combination of the following securities:

shares of common stock;

shares of preferred stock, which may be convertible into or exchangeable for debt securities or common stock;

senior debt securities, which may be convertible into or exchangeable for common stock or preferred stock;

subordinated debt securities, which may be convertible into or exchangeable for common stock or preferred stock;

warrants to purchase common stock, preferred stock, debt securities, rights or units;

rights to purchase common stock, preferred stock, debt securities, warrants or units; and/or

units consisting of any combination of common stock, preferred stock, debt securities, warrants or rights.

This prospectus provides a general description of the securities we may offer. Supplements to this prospectus will provide the specific terms of the securities that we actually offer, including the offering prices. You should carefully read this prospectus, any applicable prospectus supplement and any information under the headings **Where You Can Find More Information** and **Incorporation by Reference** before you invest in any of these securities. This prospectus may not be used to sell securities unless it is accompanied by a prospectus supplement that describes those securities.

We may sell these securities to or through underwriters, dealers, to other purchasers and/or through agents. Supplements to this prospectus will specify the names of any underwriters or agents.

Our common stock is listed and traded on the New York Stock Exchange under the symbol **TTI**.

**Investing in our securities involves risks. Please read Risk Factors on page 2 of this prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is April 13, 2016.

Table of Contents

## TABLE OF CONTENTS

<u>About this Prospectus</u>	i
<u>Incorporation by Reference</u>	ii
<u>Where You Can Find More Information</u>	ii
<u>Cautionary Statement Regarding Forward-Looking Statement</u>	iii
<u>TETRA Technologies, Inc.</u>	1
<u>Risk Factors</u>	2
<u>Use of Proceeds</u>	2
<u>Ratios of Earnings to Fixed Charges</u>	2
<u>Description of Capital Stock</u>	3
<u>Description of Debt Securities</u>	6
<u>Description of Warrants</u>	16
<u>Description of Rights</u>	17
<u>Description of Units</u>	17
<u>Plan of Distribution</u>	18
<u>Legal Matters</u>	19
<u>Experts</u>	19

## ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, utilizing a “shelf” registration process. Under this shelf registration process, we may offer and sell any combination of the securities described in this prospectus in connection with one or more offerings from time to time.

This prospectus provides you with a general description of the securities we may offer. Each time we offer to sell securities, we will provide a prospectus supplement and, if applicable, a pricing supplement that will contain specific information about the terms of that offering and the securities offered by us in that offering. The prospectus supplement and any pricing supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between the information in this prospectus and any prospectus supplement or pricing supplement, you should rely on the information provided in the prospectus supplement and any pricing supplement. This prospectus does not contain all of the information included in the registration statement. The registration statement filed with the SEC includes exhibits that provide more details about the matters discussed in this prospectus. You should carefully read this prospectus, the related exhibits filed with the SEC and any prospectus supplement and any pricing supplement, together with the additional information described below under the headings “Where You Can Find More Information” and “Incorporation by Reference.”

**You should rely only on the information contained or incorporated by reference in this prospectus and in any accompanying prospectus supplement and any pricing supplement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer of the securities covered by this prospectus in any jurisdiction where the offer is not permitted. You should assume that the information appearing in this**

**prospectus, any prospectus supplement and pricing supplement and any other document incorporated by reference is accurate only as of the date on the front cover of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates.**

-i-

**Table of Contents**

**Under no circumstances should the delivery to you of this prospectus create any implication that the information contained in this prospectus is correct as of any time after the date of this prospectus.**

This prospectus may not be used to sell securities unless it is accompanied by a prospectus supplement that describes those securities.

Unless otherwise indicated or unless the context otherwise requires, all references in this prospectus to TETRA, TETRA Technologies, our company, we, our, us or similar references mean TETRA Technologies, Inc. and its consolidated subsidiaries. In this prospectus, we sometimes refer to the debt securities, common stock, preferred stock, warrants, rights and units collectively as the securities.

**INCORPORATION BY REFERENCE**

The SEC allows us to incorporate by reference information into this document. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this prospectus. We incorporate by reference the documents listed below, other than any portions of the respective filings that were furnished (pursuant to Item 2.02 or Item 7.01 of current reports on Form 8-K or other applicable SEC rules) rather than filed:

our Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the SEC on March 4, 2016;

our Current Report on Form 8-K, as filed with the SEC on February 26, 2016; and