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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Aris Water Solutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

87-1022110
(I.R.S. Employer
Identification No.)

**9651 Katy Freeway, Suite 400
Houston, Texas 77024
(832) 304-7003**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Aris Water Solutions, Inc. 2021 Equity Incentive Plan
(Full title of the Plan)

Robert W. Hunt Jr.
Chief Legal Officer and Corporate Secretary
Aris Water Solutions, Inc.
9651 Katy Freeway, Suite 400
Houston, Texas 77024
(832) 304-7003

(Name, address and telephone number (including area code) of agent for service)

Copy to:

Sean Feller, Esq.
Gibson, Dunn & Crutcher LLP
2029 Century Park East, Suite 4000
Los Angeles, CA 90067-3026
(310) 552-8500

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 5,750,000 shares of Class A common stock, par value \$0.01 per share (“Common Stock”) of Aris Water Solutions, Inc., a Delaware corporation (the “Company” or “Registrant”), issuable under the Company’s 2021 Equity Incentive Plan (as amended, the “2021 Plan”). In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the Registration Statement on Form S-8 filed by the Company with respect to the 2021 Plan on October 26, 2021 ([SEC File No. 333-260499](#)), together with all exhibits filed therewith or incorporated therein by reference.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	Second Amended and Restated Certificate of Incorporation of Aris Water Solutions, Inc. (incorporated by reference herein to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed on June 9, 2023).
4.2	Amended and Restated Bylaws of Aris Water Solutions, Inc. (incorporated by reference herein to Exhibit 4.2 to the Registrant’s Registration Statement on Form S-8 filed on October 26, 2021).
5.1*	Opinion of Gibson, Dunn & Crutcher LLP.
23.1*	Consent of BDO USA, P.C., Independent Registered Public Accounting Firm.
23.2*	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of this Registration Statement).
99.1	Aris Water Solutions, Inc. 2021 Equity Incentive Plan (incorporated by reference herein to Exhibit 99.1 to the Registrant’s Registration Statement on Form S-8 filed on October 26, 2021).
99.2	First Amendment to the Aris Water Solutions, Inc. 2021 Equity Incentive Plan (incorporated by reference herein to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on May 14, 2024).
107.1*	Filing Fee Table.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 26th day of August, 2024.

ARIS WATER SOLUTIONS, INC.

By: /s/ Amanda M. Brock
Name: Amanda M. Brock
Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints each of Amanda M. Brock and William A. Zartler as his or her true and lawful attorneys-in-fact and agents, with full power of resubstitution and substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) or supplements to this Registration Statement and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this Registration Statement or any amendments or supplements hereto in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Amanda M. Brock</u> Amanda M. Brock	President, Chief Executive Officer and Director (Principal Executive Officer)	August 26, 2024
<u>/s/ Stephan E. Tompsett</u> Stephan E. Tompsett	Chief Financial Officer (Principal Financial Officer)	August 26, 2024
<u>/s/ Jeffrey K. Hunt</u> Jeffrey K. Hunt	Chief Accounting Officer (Principal Accounting Officer)	August 26, 2024
<u>/s/ William A. Zartler</u> William A. Zartler	Executive Chairman	August 26, 2024
<u>/s/ Joseph Colonna</u> Joseph Colonna	Director	August 26, 2024
<u>/s/ Debra G. Coy</u> Debra G. Coy	Director	August 26, 2024
<u>/s/ Jacinto J. Hernandez</u> Jacinto J. Hernandez	Director	August 26, 2024
<u>/s/ W. Howard Keenan, Jr.</u> W. Howard Keenan, Jr.	Director	August 26, 2024
<u>/s/ Andrew O'Brien</u> Andrew O'Brien	Director	August 26, 2024
<u>/s/ Donald C. Templin</u> Donald C. Templin	Director	August 26, 2024
<u>/s/ M. Max Yzaguirre</u> M. Max Yzaguirre	Director	August 26, 2024

GIBSON DUNN

August 26, 2024

Aris Water Solutions, Inc.
9651 Katy Freeway, Suite 400
Houston, TX 77024

Re: Aris Water Solutions, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of Aris Water Solutions, Inc., a Delaware corporation (the "Company") to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to an additional 5,750,000 shares of the Company's Class A common stock, par value \$0.01 per share (the "Common Stock"), issuable to eligible individuals under the Aris Water Solutions, Inc. 2021 Equity Incentive Plan (as amended, the "2021 Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. We have also made such other investigations as we have deemed relevant and necessary or appropriate in connection with the opinion hereinafter set forth. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the 2021 Plan that would expand, modify or otherwise affect the terms of the 2021 Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the shares of Common Stock issuable under the 2021 Plan, when issued and sold in accordance with the terms of the 2021 Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

Gibson, Dunn & Crutcher LLP

2029 Century Park East Suite 4000 | Los Angeles, CA 90067-3026 | T: 310.552.8500 | F: 310.551.8741 | gibsondunn.com

Aris Water Solutions, Inc.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the law of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/S/ GIBSON, DUNN & CRUTCHER LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement of our report dated February 29, 2024, relating to the consolidated financial statements of Aris Water Solutions, Inc. (the Company) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ BDO USA, P.C.
Houston, Texas

August 26, 2024

Calculation of Filing Fee Tables

FORM S-8

(Form Type)

ARIS WATER SOLUTIONS, INC.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title (1)	Fee Calculation Rule (2)	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, par value \$0.01 per share	Rule 457(a)	5,750,000	\$16.16	\$92,920,000	\$147.60 per \$1,000,000	\$13,714.99
Total Offering Amounts					\$92,920,000		\$13,714.99
Total Fee Offsets							—
Net Fee Due							\$13,714.99

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall also cover such indeterminate number of additional shares of Class A common stock, par value \$0.01 per share, of the Registrant (the “Common Stock”) as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the Aris Water Solutions, Inc. 2021 Equity Incentive Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and based on the average of the high and low sale prices of the Common Stock, as quoted on the New York Stock Exchange, on August 21, 2024.