

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
POST-EFFECTIVE AMENDMENT No. 1,
ON FORM S-8, TO FORM S-4
 REGISTRATION STATEMENT
 UNDER THE SECURITIES ACT OF 1933

KLX ENERGY SERVICES HOLDINGS, INC.
 (Exact name of registrant as specified in its charter)

<p style="text-align: center;">Delaware (State or other jurisdiction of incorporation or organization)</p> <p>1300 Corporate Center Way, Wellington, Florida (Address of principal executive offices)</p>	<p style="text-align: center;">36-4904146 (I.R.S. Employer Identification No.)</p> <p style="text-align: center;">33414 (Zip Code)</p>
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QUINTANA ENERGY SERVICES INC. 2018 LONG TERM INCENTIVE PLAN
 (Full title of the plan)

Christopher J. Baker
1300 Corporate Center Way
Wellington, Florida 33414
(561) 383-5100
 (Name, address and telephone of agent for service)

Copies to:
Valerie Ford Jacob, Esq.
 Freshfields Bruckhaus Deringer US LLP
 601 Lexington Avenue
 New York, New York 10022
 (212) 277-4000

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

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input checked="" type="radio"/>
Non-accelerated filer	<input type="radio"/>	Smaller reporting company	<input type="radio"/>
		Emerging growth company	<input checked="" type="radio"/>

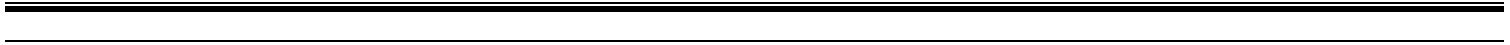
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common stock, par value \$0.01 per share, to be issued pursuant to the Quintana Energy Services Inc. 2018 Long Term Incentive Plan	210,000	N/A	N/A	N/A
Total	210,000	N/A	N/A	N/A

(1) This Post-Effective Amendment No. 1 on Form S-8 (this “Post-Effective Amendment”) covers shares of common stock, par value \$0.01 per share (the “Common Stock”) of KLX Energy Services Holdings, Inc. (the “Registrant”), originally registered on its Registration Statement on Form S-4 (No. 333-238870) (as amended, the “Original Registration Statement”), to which this filing is a post-effective amendment. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Post-Effective Amendment shall also cover any additional shares of Common Stock which become issuable under the Quintana Energy Services Inc. 2018 Long Term Incentive Plan (the “Plan”) being registered pursuant to this Post-Effective Amendment by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.

(2) The registration fee in respect of the shares of Common Stock was paid previously at the time of filing the Original Registration Statement.



EXPLANATORY NOTE

On July 28, 2020, in accordance with the Agreement and Plan of Merger, dated as of May 3, 2020 (the “Merger Agreement”), Krypton Merger Sub, Inc., a Delaware corporation and an indirect wholly owned subsidiary of the Registrant, merged with and into Quintana Energy Services Inc., a Delaware corporation (“Quintana”), with Quintana surviving the transaction as an indirect and wholly owned subsidiary of the Registrant (the “Merger”).

At the effective time of the Merger (the “Effective Time”), each issued and outstanding share of common stock of Quintana, par value \$0.01 per share (“Quintana Common Stock”) (other than certain shares of Quintana Common Stock owned by the Registrant, Krypton Merger Sub, Inc. or held directly or indirectly by Quintana (as treasury stock or otherwise) or any of its subsidiaries, in each case, immediately prior to the Effective Time), was automatically converted into the right to receive 0.0969 (the “Exchange Ratio”) shares of Common Stock.

Pursuant to the terms of the Merger Agreement, at the Effective Time:

- Except as set forth below and except with respect to certain restricted stock unit awards granted under the Quintana Energy Services Inc. 2018 Long Term Incentive Plan that will be settled in cash pursuant to the Merger Agreement, each outstanding restricted stock unit award granted under the Quintana Energy Services Inc. 2018 Long Term Incentive Plan, whether vested or unvested, that was outstanding immediately prior to the Effective Time was converted into a restricted stock unit award with respect to the aggregate number of shares of Common Stock equal to the product of (A) the number of shares of Quintana Common Stock subject to such restricted stock unit award and (B) the Exchange Ratio, rounded up to the nearest whole share. Each such restricted stock unit award is subject to the same terms and conditions (including any vesting requirements and terms of settlement) set forth under the Quintana Energy Services Inc. 2018 Long Term Incentive Plan and applicable award agreement in effect immediately prior to the Effective Time.
- Any shares of Quintana Common Stock that remained available for issuance pursuant to the Plan as of the Effective Time (the “Residual Shares”) was converted at the Effective Time into the number of shares of Common Stock equal to the product of the number of such Residual Shares and the Exchange Ratio.
- Shares of Common Stock registered hereunder do not include any shares of Common Stock subject to any restricted stock unit award granted under the Quintana Energy Services Inc. 2018 Long Term Incentive Plan held by any director of Quintana that was outstanding immediately prior to the Effective Time.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the “Note” to Part I of Form S-8. The documents containing the information specified in this Part I of Form S-8 will be sent or given to the participants in the Plan covered by this Registration Statement, as specified by the U.S. Securities and Exchange Commission (the “Commission”), pursuant to Rule 428(b)(1) under the Securities Act. Such documents are not required to be and are not filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission are incorporated as of their respective dates in this Registration Statement by reference:

- [The Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2020, filed with the Commission on March 24, 2020;](#)
- [The Registrant's Annual Report on Form 10-K/A for the year ended January 31, 2020, filed with the Commission on May 29, 2020;](#)
- [The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2020, filed with the Commission on June 5, 2020;](#)
- The Registrant's Current Reports on Form 8-K filed on [April 8, 2020](#), [April 15, 2020](#), [April 22, 2020](#), [May 4, 2020](#), [July 24, 2020](#), [July 27, 2020](#), [July 28, 2020](#), and [July 29, 2020](#); and
- [The description of the Registrant's Common Stock set forth in the section entitled "Description of KLXE Capital Stock" in the Joint Proxy Statement/Prospectus dated June 29, 2020, and any amendment or report filed with the Commission for the purpose of updating the description.](#)

All other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (except for any portions of the Registrant's Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission, and other documents or information deemed furnished but not filed under the rules of the Commission), prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not required.

Item 5. Interests of Named Experts and Counsel

None.

Item 6. Indemnification of Directors and Officers

Section 145 of the General Corporation Law of the State of Delaware (the "DGCL") provides that a corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. A similar standard is applicable in the case of derivative actions (i.e., actions by or in the right of the corporation), except that indemnification extends only to expenses, including attorneys' fees, incurred in connection with the defense or settlement of such action, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation.

The Registrant's amended and restated certificate of incorporation provides that, to the fullest extent permitted by the DGCL, no director will be personally liable to the Registrant or to its stockholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding this provision, pursuant to Section 102(b)(7) of the DGCL, a director can be held liable (1) for any breach of the director's duty of loyalty to the Registrant or its stockholders, (2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the DGCL (which concerns unlawful payments of dividends, stock purchases or redemptions) or (4) for any transaction from which the director derives an improper personal benefit.

While the amended and restated certificate of incorporation provides directors with protection from awards for monetary damages for breaches of their duty of care, it does not eliminate this duty. Accordingly, the amended and restated certificate of incorporation has no effect on the availability of equitable remedies such as an injunction or rescission based on a director's breach of his or her duty of care. The provisions of the amended and restated certificate of incorporation described above apply to an officer of the Registrant only if he or she is a director of the Registrant and is acting in his or her capacity as director and do not apply to officers of the Registrant who are not directors.

The amended and restated certificate of incorporation requires the Registrant to indemnify any person who was or is a party or is threatened to be made a party to, or was otherwise involved in (including, without limitation, as a witness), a legal proceeding by reason of the fact that he or she is or was a director or an officer of the Registrant or is or was serving at its request as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, to the fullest extent authorized by the DGCL, as it exists or may be amended, against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement by or on behalf of such person) actually and reasonably incurred in connection with such service (provided that, in the case of a proceeding initiated by such person, the Registrant will only indemnify such person if the proceeding was specifically authorized by the board of directors of the Registrant (the "Board")). This right of indemnity will include, with certain limitations and exceptions, a right to be paid by the Registrant the expenses incurred in defending such proceedings. The Registrant is authorized under its amended and restated certificate of incorporation to carry directors' and officers' insurance protecting the Registrant, any director, officer, employee or agent of the Registrant or another corporation, partnership, joint venture, trust or other enterprise against any liability, whether or not the Registrant would have the power to indemnify the person under the DGCL. The amended and restated certificate of incorporation also permits the Board to indemnify or advance expenses to any of the Registrant's employees or agents to the fullest extent permitted with respect to the Registrant's directors and officers in the amended and restated certificate of incorporation.

By its terms, the indemnification provided for in the amended and restated certificate of incorporation is not exclusive of any other rights that the indemnified party may be or become entitled to under any law, agreement, vote of stockholders or directors, provisions of the amended and restated certificate of incorporation or bylaws or otherwise. Any amendment, alteration or repeal of the amended and restated certificate of incorporation's indemnification provisions will be, by the terms of the amended and restated certificate of incorporation, prospective only and will not adversely affect the rights of any indemnitee in effect at the time of any act or omission occurring prior to such amendment, alteration or repeal.

The foregoing summaries are necessarily subject to the complete text of the DGCL, the amended and restated certificate of incorporation and the Registrant's amended and restated bylaws and the arrangements referred to above and are qualified in their entirety by reference thereto.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

The exhibits listed on the exhibit index at the end of this Registration Statement are included in this Registration Statement.

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) The undersigned Registrant hereby undertakes that, insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBITS

Exhibit No.	Description
<u>3.1</u>	<u>Amended and Restated Articles of Incorporation of KLX Energy Services Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-227321) filed with the SEC on September 13, 2018)</u>
<u>3.2</u>	<u>Certificate of Amendment of Amended and Restated Articles of Incorporation of KLX Energy Services Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38609) filed with the SEC on July 28, 2020)</u>
<u>3.3</u>	<u>Amended and Restated Bylaws of KLX Energy Services Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38609) filed with the SEC on May 4, 2020)</u>
<u>4.1</u>	<u>Quintana Energy Services Inc. 2018 Long Term Incentive Plan (Incorporated by reference to Exhibit 10.1 of Quintana Energy Services Inc.'s Current Report on Form 8-K filed on February 14, 2018)</u>
<u>4.2</u>	<u>Form of Performance Share Unit Agreement (Executive Officers - 2018 Form) under the Quintana Energy Services Inc. 2018 Long-Term Incentive Plan (Incorporated by reference to Exhibit 10.27 of Quintana Energy Services Inc.'s Annual Report on Form 10-K filed on March 6, 2020)</u>
<u>4.3</u>	<u>Form of Performance Share Unit Agreement (Employees - 2018 Form) under the Quintana Energy Services Inc. 2018 Long-Term Incentive Plan (Incorporated by reference to Exhibit 10.28 of Quintana Energy Services Inc.'s Annual Report on Form 10-K filed on March 6, 2020)</u>
<u>4.4</u>	<u>Form of Performance Share Unit Agreement (Executive Officers - 2019 Form) under the Quintana Energy Services Inc. 2018 Long-Term Incentive Plan (Incorporated by reference to Exhibit 10.29 of Quintana Energy Services Inc.'s Annual Report on Form 10-K filed on March 6, 2020)</u>
<u>4.5</u>	<u>Form of Performance Share Unit Agreement (Employees-2019 Form) under the Quintana Energy Services 2019 Long-Term Incentive Plan (Incorporated by reference to Exhibit 10.30 of Quintana Energy Services Inc.'s Annual Report on Form 10-K filed on March 6, 2020)</u>
<u>4.6</u>	<u>Form of Restricted Stock Unit Agreement (Executive Officers) under the Quintana Energy Services Inc. 2018 Long-Term Incentive Plan (Incorporated by reference to Exhibit 10.31 of Quintana Energy Services Inc.'s Annual Report on Form 10-K filed on March 6, 2020)</u>
<u>4.7</u>	<u>Form of Restricted Stock Unit Agreement (Employees) under the Quintana Energy Services Inc. 2018 Long-Term Incentive Plan (Incorporated by reference to Exhibit 10.32 of Quintana Energy Services Inc.'s Annual Report on Form 10-K filed on March 6, 2020)</u>
<u>4.8</u>	<u>Form of Restricted Stock Unit Agreement (Directors) under the Quintana Energy Services Inc. 2018 Long-Term Incentive Plan (Incorporated by reference to Exhibit 10.33 of Quintana Energy Services Inc.'s Annual Report on Form 10-K filed on March 6, 2020)</u>
<u>5.1</u>	<u>Opinion of Freshfields Bruckhaus Deringer US LLP, counsel to the Registrant, regarding the legality of the securities being offered hereby (including consent).*</u>
<u>23.1</u>	<u>Consent of Deloitte & Touche LLP.*</u>
<u>23.2</u>	<u>Consent of PricewaterhouseCoopers LLP.*</u>
<u>23.3</u>	<u>Consent of Freshfields Bruckhaus Deringer US LLP (included in Exhibit 5.1).*</u>
<u>24.1</u>	<u>Power of Attorney (included as part of the signature pages to this Registration Statement).*</u>

* Filed herewith

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, 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 Wellington, State of Florida on the 29th day of July, 2020.

KLX ENERGY SERVICES HOLDINGS, INC.

By: /s/ Christopher J. Baker

Name: Christopher J. Baker

Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Christopher J. Baker and Max L. Bouthillette as such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments to the Registration Statement, including post-effective amendments, and registration statements filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, and does hereby grant unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on the 29th day of July, 2020:

<u>Name</u>	<u>Title</u>
By: <u>/s/ Christopher J. Baker</u> Christopher J. Baker	President and Chief Executive Officer (Principal Executive Officer)
By: <u>/s/ Keefer M. Lehner</u> Keefer M. Lehner	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
By: <u>/s/ Geoffrey Stanford</u> Geoffrey Stanford	Chief Accounting Officer (Principal Accounting Officer)
By: <u>/s/ John T. Collins</u> John T. Collins	Director
By: <u>/s/ Corbin J. Robertson, Jr.</u> Corbin J. Robertson, Jr.	Director
By: <u>/s/ Dag Skindlo</u> Dag Skindlo	Director
By: <u>/s/ Dalton Boutté, Jr.</u> Dalton Boutté, Jr.	Director
By: <u>/s/ Gunnar Eliassen</u> Gunnar Eliassen	Director
By: <u>/s/ John T. Whates, Esq.</u> John T. Whates, Esq.	Director
By: <u>/s/ Richard G. Hamermesh</u> Richard G. Hamermesh	Director
By: <u>/s/ Stephen M. Ward, Jr.</u> Stephen M. Ward, Jr.	Director
By: <u>/s/ Thomas P. McCaffrey</u> Thomas P. McCaffrey	Director

KLX Energy Services Holdings, Inc.
1300 Corporate Center Way
Wellington, Florida

July 29, 2020

Ladies and Gentlemen:

We are acting as counsel to KLX Energy Services Holdings, Inc., a Delaware corporation (the **Company**), in connection with the preparation and filing with the Securities and Exchange Commission (the **Commission**) of a Registration Statement on Form S-8 (as amended from time to time, the **Registration Statement**), under the Securities Act of 1933, as amended (the **Securities Act**), relating to 210,000 shares of common stock (the **Shares**), par value \$0.01 per share, of the Company, issuable pursuant to the Quintana Energy Services Inc. 2018 Long Term Incentive Plan (the **Plan**).

This opinion is confined to the General Corporation Law of the State of Delaware, as currently in effect. Accordingly, we express no opinion herein with regard to any other laws. The opinions expressed herein are limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein. We do not undertake to advise you of changes in law or facts that may come to our attention after the date of this letter.

In rendering the opinions expressed below, we have examined the following documents and agreements:

- (a) the Amended and Restated Certificate of Incorporation of the Company;
- (b) the Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Company;
- (c) the Amended and Restated Bylaws of the Company;
- (d) the Certificate of Good Standing of the Company, dated as of July 29, 2020, issued by the Secretary of State of the State of Delaware;
- (e) the Registration Statement; and
- (f) the Plan.

In addition, we have examined and have relied as to matters of fact upon such corporate and other records, agreements, documents and other instruments and certificates or comparable documents of public officials and of officers and representatives of the Company and such other persons, and we have made such other investigations, as we have deemed relevant and necessary as a basis for the opinions expressed below.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals and the conformity with authentic originals of all documents submitted to us as copies. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied, without independent verification, upon oral or written statements and representations of public officials, officers and other representatives of the Company. We have also assumed that the individual grants or awards under the Plan have been duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith).

Based upon the foregoing, and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares have been authorized by the Company and, when the Shares are issued by the Company in accordance with the terms of the Plan and the applicable award agreements pursuant to which the awards related to the Shares are made, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Freshfields Bruckhaus Deringer US LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 1, on Form S-8, to Registration Statement No. 333-238870 of KLX Energy Services Holdings, Inc. (the “Company”) on Form S-4 of our report dated March 24, 2020 relating to the financial statements of the Company and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended January 31, 2020.

/s/ Deloitte & Touche LLP

Boca Raton, FL
July 29, 2020

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of KLX Energy Services Holdings, Inc. of our report dated March 5, 2020 relating to the financial statements of Quintana Energy Services Inc., which appears in KLX Energy Services Holdings, Inc.'s Current Report on Form 8-K dated July 28, 2020.

/s/ PricewaterhouseCoopers LLP
Houston, Texas
July 29, 2020
