

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): May 24, 2016**

**EXTERRAN CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36875**  
(Commission  
File Number)

**47-3282259**  
(IRS Employer  
Identification No.)

**4444 Brittmoores Road**  
**Houston, Texas 77041**  
(Address of Principal Executive Offices) (Zip Code)

**(281) 836-7000**  
Registrant's telephone number, including area code

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On May 24, 2016, Exterran Corporation (the “Company”) received a notice from the New York Stock Exchange (the “NYSE”) indicating that the Company is not in compliance with the NYSE’s continued listing requirements under the timely filing criteria established in Section 802.01E of the NYSE Listed Company Manual as a result of its failure to timely file its Quarterly Report on Form 10-Q for the three months ended March 31, 2016 (the “Form 10-Q”).

As previously disclosed, the Company was unable to timely file the Form 10-Q with the Securities and Exchange Commission (the “SEC”) because of the Company’s ongoing internal investigation by the Audit Committee of the Board of Directors into certain accounting items related to its Belleli Energy subsidiary.

The NYSE informed the Company that, under the NYSE rules, the Company will have six months from May 16, 2016 to file the Form 10-Q with the SEC. The Company can regain compliance with the NYSE listing standards at any time before that date by filing the Form 10-Q with the SEC. If the Company fails to file the Form 10-Q before the NYSE’s compliance deadline, the NYSE may grant, at its discretion, an extension of up to six additional months for the Company to regain compliance, depending on the specific circumstances.

On May 25, 2016, the Company issued a press release pertaining to the NYSE non-compliance letter referenced above. A copy of that press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated May 25, 2016

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EXTERRAN CORPORATION**

/s/ Jon C. Biro

Jon C. Biro

Senior Vice President and Chief Financial Officer

Date: May 25, 2016

## Exhibit Index

Exhibit No.	Description
99.1	Press release dated May 25, 2016

**Exterran Corporation Receives Expected  
New York Stock Exchange Notice Regarding Delinquent Filing**

**HOUSTON, May 25, 2016 - Exterran Corporation (NYSE: EXTN) (“Exterran” or the “Company”)** today announced that, as expected, on May 24, 2016 it received a notice from the New York Stock Exchange (the “NYSE”) notifying the Company of its failure to meet a NYSE listing standard resulting from the Company’s inability to timely file its quarterly report on Form 10-Q for the quarter ended March 31, 2016 (the “first quarter 2016 Form 10-Q”), as provided by Rule 802.01E of the NYSE Listed Company Manual.

As previously disclosed, the Company was unable to timely file its first quarter 2016 Form 10-Q with the Securities and Exchange Commission (the “SEC”) because of the Company’s ongoing internal investigation by the Audit Committee of the Board of Directors into certain accounting items relating to its Belleli Energy subsidiary.

The Company has until November 16, 2016 to cure the delinquency associated with its inability to file the first quarter 2016 10-Q. The NYSE may, in its discretion, extend the initial cure period for up to six months after November 16, 2016. Subject to the NYSE’s ongoing oversight and review, the Company can regain compliance during the cure period by filing its first quarter 2016 10-Q with the SEC.

It is the Company’s goal to file the 2016 Form 10-Q with the SEC within the applicable cure periods and continue to be listed on the NYSE.

**About Exterran Corporation**

Exterran Corporation (NYSE: EXTN) is a market leader in compression, production and processing products and services, serving customers throughout the world engaged in all aspects of the oil and natural gas industry. Its global product lines include natural gas compression, process & treating and production equipment and water treatment solutions. Outside the United States, Exterran Corporation is a leading provider of full-service natural gas contract compression and a supplier of new, used, OEM and aftermarket parts and services. Exterran Corporation is headquartered in Houston, Texas and operates in approximately 30 countries.

For more information, visit [www.exterran.com](http://www.exterran.com).

**Forward-Looking Statements**

All statements in this release (and oral statements made regarding the subjects of this release) other than historical facts are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties and factors, many of which are outside Exterran Corporation's ("Exterran") control, which could cause actual results to differ materially from such statements. Forward-looking information includes, but is not limited to, Exterran's expectations regarding the anticipated timing and results of the Audit Committee's internal investigation; the anticipated timing for filing restated financial statements with the SEC; and the impact and materiality of errors on the Company's financial statements.

While Exterran believes that the assumptions concerning future events are reasonable, it cautions that there are inherent difficulties in predicting certain important factors that could impact the future performance or results of its business. Among the factors that could cause results to differ materially from those indicated by such forward-looking statements are unanticipated delays in completing the Audit Committee's internal investigation, the preparation and audit of the Company's previously filed financial statements and the implementation of changes to the Company's internal controls and procedures.

These forward-looking statements are also affected by the risk factors, forward-looking statements and challenges and uncertainties described in Exterran's Annual Report on Form 10-K for the year ended December 31, 2015, Exterran's Registration Statement on Form 10 and Exterran's other filings with the SEC, which are available at [www.exterran.com](http://www.exterran.com). Except as required by law, Exterran expressly disclaims any intention or obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise.