

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): November 14, 2018



NEWPARK RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-02960

(Commission File Number)

72-1123385

(IRS Employer Identification No.)

9320 Lakeside Boulevard, Suite 100
The Woodlands, TX

(Address of principal executive offices)

77381

(Zip Code)

Registrant's telephone number, including area code: (281) 362-6800

Not Applicable

(Former name or former address, if changed since last report.)

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 8.01 Other Events.

On November 14, 2018, Newpark Resources, Inc. (the "Company") issued a press release announcing that the Company's Board of Directors has authorized changes to the Company's existing securities repurchase program, which it first authorized in 2013. The authorization covers the following modifications with regard to the Company's repurchase program:

- (i) an increase to \$100 million as the authorized amount available under the repurchase program for repurchases of any combination of the Company's common stock and the Company's 4.0% Convertible Senior Notes due 2021 (the "2021 Notes") from the \$33.5 million that was the previously available under the repurchase program; and
- (ii) the previous authorization to repurchase the Company's 4.00% Convertible Senior Notes due 2017 was terminated due to the previous repayment of such notes.

Purchases of the securities under the program will be funded with excess cash or borrowings under our revolving credit facility and the repurchase program has no specific term. Repurchases will be made periodically in open-market transactions or privately negotiated transactions and are subject to market conditions, legal requirements and other factors. The repurchase program does not require the Company to purchase any specific number of shares or amount of the 2021 Notes. The timing, volume and nature of repurchases will be at the discretion of management. Additionally, the Company's management has been authorized to establish trading plans under Rule 10b5-1 of the Securities Exchange Act of 1934 as part of the repurchase program. The information concerning the repurchase program contained in the press release attached to this Current Report on Form 8-K as Exhibit 99.1 is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued by Newpark Resources, Inc. on November 14, 2018.

SIGNATURES

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.

NEWPARK RESOURCES, INC.
(Registrant)

Date: November 14, 2018

By: /s/ Gregg S. Piontek

Gregg S. Piontek

Senior Vice President and Chief Financial Officer

(Principal Financial Officer)



NEWS RELEASE

Contact: Gregg Piontek, SVP & CFO
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281-362-6800

NEWPARK RESOURCES RESUMES AND EXPANDS SECURITIES REPURCHASE PROGRAM

Authorized repurchase amount reloaded to a maximum of \$100 million

THE WOODLANDS, TX - November 14, 2018 - Newpark Resources, Inc. (NYSE: NR) today announced that its Board of Directors has authorized changes to the Company's existing securities repurchase program, which it first authorized in 2013. The Company has repurchased a total of \$67 million of its common stock and convertible notes since 2013, leaving \$33.5 million of authorization remaining under the original repurchase program. Today, the Board has expanded the remaining authorization to \$100 million, which can be used for the purchase of the Company's outstanding shares of common stock or outstanding convertible notes. The authorization will allow the Company to resume the repurchase of its outstanding shares or convertible notes in the open market, in block trades or through privately negotiated transactions, subject to certain market conditions, business opportunities, legal or regulatory restrictions, and other factors. The repurchase program has no specific term. As part of the authorization, the Company's management has been authorized to establish trading plans under Rule 10b5-1 of the Securities Exchange Act of 1934.

"With the improvements in operating cash flow generation, as well as our ongoing efforts to repatriate foreign cash, we are continuing to reduce borrowings under our revolving credit facility", stated Gregg Piontek, Newpark's Senior Vice President and Chief Financial Officer. "This expanded authorization will provide us with additional flexibility to use excess cash to repurchase shares or our convertible notes due in 2021 which we believe will ultimately help optimize our capital structure and enhance shareholder value."

Newpark Resources, Inc. is a worldwide provider of value-added fluids and chemistry solutions in the oilfield, as well as engineered worksite and access solutions used in various commercial markets. For more information, visit our website at www.newpark.com.

This news release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. All statements that address expectations or projections about the future, including Newpark’s strategy for growth, product development, market position, expected expenditures and future financial results are forward-looking statements. Words such as “will,” “may,” “could,” “would,” “should,” “anticipates,” “believes,” “estimates,” “expects,” “plans,” “intends,” and similar expressions are intended to identify these forward-looking statements but are not the exclusive means of identifying them. These statements are not guarantees of future performance and involve a number of risks, uncertainties and assumptions. Many factors, including those discussed more fully elsewhere in this release and in documents filed with the Securities and Exchange Commission by Newpark, particularly its Annual Report on Form 10-K for the year ended December 31, 2017, as well as others, could cause results to differ materially from those expressed in, or implied by, these statements. These risk factors include, but are not limited to, risks related to the worldwide oil and natural gas industry, our customer concentration and reliance on the U.S. exploration and production market, risks related to our international operations, our ability to replace existing contracts, the cost and continued availability of borrowed funds including noncompliance with debt covenants, operating hazards present in the oil and natural gas industry, our ability to execute our business strategy and make successful business acquisitions and capital investments, the availability of raw materials or the impact of tariffs on the cost of such raw materials, the availability of skilled personnel, our market competition, our ability to expand our product and service offerings and enter new customer markets with our existing products, compliance with legal and regulatory matters, including environmental regulations, the availability of insurance and the risks and limitations of our insurance coverage, the ongoing impact of the U.S. Tax Cuts and Jobs Act and the refinement of provisional estimates, potential impairments of long-lived intangible assets, technological developments in our industry, risks related to severe weather, particularly in the U.S. Gulf Coast, cybersecurity breaches or business system disruptions and risks related to the fluctuations in the market value of our common stock. Newpark’s filings with the Securities and Exchange Commission can be obtained at no charge at www.sec.gov, as well as through our website at www.newpark.com. We assume no obligation to update, amend or clarify publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities laws. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this news release might not occur.

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