
**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): July 30, 2009

NEWPARK RESOURCES, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|---|--|
| Delaware (State or other Jurisdiction of Incorporation) | 1-2960 (Commission File Number) | 72-1123385 (IRS Employer Identification No.) |
| 2700 Research Forest Drive, Suite 100 The Woodlands, TX (Address of Principal Executive Offices) | | 77381 (Zip Code) |

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

(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:

- 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))
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Item 2.02. Results of Operations and Financial Condition.

On July 30, 2009, Newpark Resources, Inc. (the “Company”) issued a press release announcing financial information for the three and six months ended June 30, 2009. The press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The information in Item 2.02 of this Current Report on Form 8-K and the information in the exhibit attached hereto announcing the Company’s earnings for the three and six months ended June 30, 2009 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press release issued by Newpark Resources, Inc. on July 30, 2009. |

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.

Dated: July 31, 2009

By: /s/ James E. Braun
James E. Braun, Vice President and
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press release issued by Newpark Resources, Inc. on July 30, 2009.

**NEWS RELEASE**

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NEWPARK RESOURCES REPORTS SECOND QUARTER 2009 RESULTS

THE WOODLANDS, TX – July 30, 2009 – Newpark Resources, Inc. (NYSE: NR) today announced results for its second quarter ended June 30, 2009. Total revenues were \$109.6 million for the second quarter of 2009 compared to \$210.5 million for the second quarter of 2008. The Company reported a net loss of \$8.8 million, or \$0.10 loss per share, for the second quarter of 2009 compared to net income of \$10.0 million, or \$0.11 per diluted share, for the second quarter of 2008.

Operating results in the second quarter of 2009 included \$4.8 million of pre-tax charges (\$3.1 million after-tax) related to employee termination and related costs associated with North American workforce reductions, the non-renewal of barge leases and asset write-downs.

Paul Howes, President and Chief Executive Officer of Newpark, stated, “Our second quarter results continued to be negatively impacted by the sharp decline in North American drilling activity, driven by the decline in natural gas prices. While we have seen activity levels stabilize in North America over the past several weeks, we have continued our focus on cost cutting programs throughout the second quarter. Since the beginning of the second quarter, we have reduced our North American workforce by an additional 15%, which combined with our first quarter reductions, reflects a total year-to-date North American workforce reduction of 33% through June. Additionally, we recently initiated a plan to combine the management of our Environmental Services and Mats and Integrated Services divisions, which is expected to generate additional cost savings.

“Another key development was the recent completion of the previously announced amendment to our credit agreement, which provides favorable adjustments to our covenant requirements over the next four quarters,” added Howes. “Meanwhile, we remain encouraged by our international businesses, as both Brazil and our Mediterranean operations have held up well relative to the North American markets. We have now right-sized the Company to reflect current market conditions, and with our amended credit facility in place, we believe we are positioned for further growth in our international businesses as well as to take advantage of any recovery in our North American business.”

SEGMENT RESULTS

The Fluids Systems and Engineering segment generated revenues of \$89.6 million and an operating loss of \$1.7 million in the second quarter of 2009 compared to revenues of \$169.1 million and operating income of \$18.1 million during the second quarter of 2008. The decline in revenues was due to a substantially lower U.S. rig count in the second quarter compared to the same period a year ago. North American revenues decreased 58% compared to the second quarter of 2008, while Mediterranean revenues declined 5%, primarily due to the strengthening U.S. dollar. Revenues from Brazil were flat compared to the second quarter of 2008 as volume increases were offset by the strengthening U.S. dollar. The decline in operating income in this segment is primarily the result of the rapid decline in U.S. drilling activity and severe pricing pressures, along with \$1.0 million of employee termination and related charges.

The Mats and Integrated Services segment generated revenues of \$8.6 million and an operating loss of \$4.8 million in the second quarter of 2009 compared to revenues of \$24.9 million and an operating profit of \$2.4 million in the second quarter of 2008. The decline in revenues is primarily attributable to weakness in the Gulf Coast region, lower mat sales and \$1.2 million of concessions to customers on disputed receivables. The decline in operating income is primarily the result of the lower revenues, along with \$0.6 million of employee termination and related charges and \$0.8 million of inventory write-downs.

The Environmental Services segment generated revenues of \$11.3 million and operating income of \$1.4 million compared to revenues of \$16.5 million and operating income of \$2.5 million in the second quarter of 2008. The decline in revenues in this segment is primarily due to the decline in Gulf Coast rig activity, somewhat offset by changes in sales mix and price increases. The decline in operating income is primarily the result of a \$1.0 million charge resulting from the non-renewal of barge leases during the second quarter of 2009.

CONFERENCE CALL

In conjunction with this release, Newpark has scheduled a conference call, which will be broadcast live over the Internet, on Friday, July 31, 2009 at 10:00 a.m. Eastern Time / 9:00 a.m. Central Time. To participate in the call, dial (480) 629-9867 and ask for the Newpark Resources conference call at least 10 minutes prior to the start time, or access it live over the Internet at www.newpark.com. For those who cannot listen to the live call, a replay will be available through August 7, 2009 and may be accessed by dialing (303) 590-3030 and using pass code 4110135#. Also, an archive of the webcast will be available shortly after the call at www.newpark.com for 90 days.

Newpark Resources, Inc. is a worldwide provider of drilling fluids, temporary worksites and access roads for oilfield and other commercial markets, and environmental waste treatment solutions. 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 that are based on management's current expectations, estimates and projections. All statements that address expectations or projections about the future, including Newpark's strategy for growth, product development, market position, expected expenditures and financial results are forward-looking statements. Some of the forward-looking statements may be identified by words like "expects," "anticipates," "plans," "intends," "projects," "indicates," and similar expressions. 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, 2008, as well as others, could cause results to differ materially from those stated. These factors include, but are not limited to, the instability and effect of the credit and capital markets on the economy in general and the oil and gas industry in particular; the access to the credit markets by both Newpark and Newpark's customers; the outlook for drilling activity in North America and the rest of the world; compliance with our debt covenants; the investigation of certain accounting matters by the Securities and Exchange Commission; changes in the laws, regulations, policies and economic conditions, including inflation, interest and foreign currency exchange rates, of countries in which Newpark does business; competitive pressures; successful integration of structural changes, including restructuring plans, acquisitions, divestitures and alliances; cost of raw materials, research and development of new products, including regulatory approval and market acceptance; and seasonality of sales of Newpark products and services. 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.

Newpark Resources, Inc.
Consolidated Statements of Operations

| (Unaudited) (In thousands, except per share data) | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|------------|------------------------------|------------|
| | 2009 | 2008 | 2009 | 2008 |
| Revenues | \$ 109,599 | \$ 210,497 | \$ 236,537 | \$ 405,233 |
| Cost of revenues | 103,906 | 172,649 | 227,418 | 327,769 |
| Selling, general and administrative expenses | 15,652 | 19,679 | 31,882 | 38,870 |
| Other (income) expense, net | (37) | 152 | (62) | (37) |
| Operating (loss) income | (9,922) | 18,017 | (22,701) | 38,631 |
| Foreign currency exchange (gain) loss | (590) | (199) | (561) | 97 |
| Interest expense, net | 1,600 | 2,649 | 3,250 | 5,876 |
| (Loss) income from continuing operations before income taxes | (10,932) | 15,567 | (25,390) | 32,658 |
| Provision for income taxes | (2,145) | 5,481 | (4,599) | 11,176 |
| (Loss) income from continuing operations | (8,787) | 10,086 | (20,791) | 21,482 |
| Loss from discontinued operations, net of tax | — | (84) | — | (129) |
| Net (loss) income | \$ (8,787) | \$ 10,002 | \$ (20,791) | \$ 21,353 |
| Basic weighted average common shares outstanding | 88,514 | 88,762 | 88,430 | 89,454 |
| Diluted weighted average common shares outstanding | 88,514 | 89,073 | 88,430 | 89,671 |
| (Loss) income per common share — basic and diluted: | | | | |
| (Loss) income from continuing operations | \$ (0.10) | \$ 0.11 | \$ (0.24) | \$ 0.24 |
| Loss from discontinued operations | — | — | — | — |
| Net (loss) income per common share | \$ (0.10) | \$ 0.11 | \$ (0.24) | \$ 0.24 |

Newpark Resources, Inc.
Operating Segment Results

| (Unaudited) (In thousands) | Three Months Ended | | |
|---------------------------------|--------------------|--------------------|-------------------|
| | June 30, 2009 | March 31, 2009 | June 30, 2008 |
| Revenues | | | |
| Fluids systems and engineering | \$ 89,642 | \$ 106,588 | \$ 169,128 |
| Mats and integrated services | 8,638 | 8,863 | 24,904 |
| Environmental services | 11,319 | 11,487 | 16,465 |
| Total revenues | <u>\$ 109,599</u> | <u>\$ 126,938</u> | <u>\$ 210,497</u> |
| Operating (loss) income | | | |
| Fluids systems and engineering | \$ (1,722) | \$ (5,574) | \$ 18,104 |
| Mats and integrated services | (4,774) | (3,414) | 2,417 |
| Environmental services | 1,385 | 1,157 | 2,492 |
| Corporate office | (4,811) | (4,948) | (4,996) |
| Total operating (loss) income | <u>\$ (9,922)</u> | <u>\$ (12,779)</u> | <u>\$ 18,017</u> |
| Segment operating margin | | | |
| Fluids systems and engineering | (1.9%) | (5.2%) | 10.7% |
| Mats and integrated services | (55.3%) | (38.5%) | 9.7% |
| Environmental services | 12.2% | 10.1% | 15.1% |

Newpark Resources, Inc.
Consolidated Balance Sheets

| (In thousands, except share data) | June 30, 2009 (Unaudited) | December 31, 2008 |
|--|--|------------------------------|
| ASSETS | | |
| Cash and cash equivalents | \$ 6,711 | \$ 8,252 |
| Receivables, net | 98,905 | 211,366 |
| Inventories | 137,464 | 149,304 |
| Deferred tax asset | 7,366 | 22,809 |
| Prepaid expenses and other current assets | 11,234 | 11,062 |
| Total current assets | 261,680 | 402,793 |
| Property, plant and equipment, net | 230,308 | 226,627 |
| Goodwill | 60,927 | 60,268 |
| Deferred tax asset, net | 7,525 | 707 |
| Other intangible assets, net | 17,562 | 18,940 |
| Other assets | 4,206 | 4,344 |
| Total assets | \$ 582,208 | \$ 713,679 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Foreign bank lines of credit | \$ 6,370 | \$ 11,302 |
| Current maturities of long-term debt | 10,471 | 10,391 |
| Accounts payable | 44,902 | 89,018 |
| Accrued liabilities | 26,982 | 38,946 |
| Total current liabilities | 88,725 | 149,657 |
| Long-term debt, less current portion | 127,944 | 166,461 |
| Deferred tax liability | 1,066 | 15,979 |
| Other noncurrent liabilities | 3,016 | 3,700 |
| Total liabilities | 220,751 | 335,797 |
| Common stock, \$0.01 par value, 100,000,000 shares authorized 91,471,050 and 91,139,966 shares issued, respectively | 915 | 911 |
| Paid-in capital | 458,302 | 457,012 |
| Accumulated other comprehensive income | 4,580 | 1,296 |
| Retained deficit | (86,878) | (66,087) |
| Treasury stock, at cost; 2,733,601 and 2,646,409 shares, respectively | (15,462) | (15,250) |
| Total stockholders' equity | 361,457 | 377,882 |
| Total liabilities and stockholders' equity | \$ 582,208 | \$ 713,679 |

Newpark Resources, Inc.
Consolidated Statements of Cash Flows

| (Unaudited) (In thousands) | Six Months Ended June 30, | |
|--|------------------------------|------------------|
| | 2009 | 2008 |
| Cash flows from operating activities: | | |
| Net (loss) income | \$ (20,791) | \$ 21,353 |
| Adjustments to reconcile net (loss) income to net cash provided by operations: | | |
| Net loss from discontinued operations | — | 129 |
| Non-cash charges | 941 | — |
| Depreciation and amortization | 14,093 | 14,554 |
| Stock-based compensation expense | 1,190 | 2,314 |
| Provision for deferred income taxes | (6,256) | 9,118 |
| Provision for doubtful accounts | 1,533 | 1,336 |
| (Gain) loss on sale of assets | (265) | 445 |
| Change in assets and liabilities: | | |
| Decrease (increase) in receivables | 111,652 | (34,526) |
| Decrease (increase) in inventories | 12,658 | (707) |
| Decrease (increase) in other assets | 427 | (963) |
| (Decrease) increase in accounts payable | (45,083) | 4,394 |
| (Decrease) increase in accrued liabilities and other | (12,592) | 4,155 |
| Net operating activities of continuing operations | 57,507 | 21,602 |
| Net operating activities of discontinued operations | — | 1,776 |
| Net cash provided by operating activities | 57,507 | 23,378 |
| Cash flows from investing activities: | | |
| Capital expenditures | (14,139) | (11,580) |
| Proceeds from sale of property, plant and equipment | 734 | 78 |
| Net cash used in investing activities | (13,405) | (11,502) |
| Cash flows from financing activities: | | |
| Net (payments) borrowings on lines of credit | (43,767) | 2,098 |
| Principal payments on notes payable and long-term debt | (195) | (1,014) |
| Proceeds from employee stock plans | 104 | 1,241 |
| Purchase of treasury stock | (212) | (10,039) |
| Net financing activities of continuing operations | (44,070) | (7,714) |
| Net financing activities of discontinued operations | — | (63) |
| Net cash used in financing activities | (44,070) | (7,777) |
| Effect of exchange rate changes on cash | (1,573) | 447 |
| Net (decrease) increase in cash and cash equivalents | (1,541) | 4,546 |
| Cash and cash equivalents at beginning of period | 8,252 | 5,741 |
| Cash and cash equivalents at end of period | \$ 6,711 | \$ 10,287 |