

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): AUGUST 28, 1998

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.)
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3850 NORTH CAUSEWAY, SUITE 1770 METAIRIE, LOUISIANA (Address of principal executive offices)	70002 (Zip Code)
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Registrant's telephone number, including area code: (504) 838-8222

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements

None.

(b) Pro forma Financial Information

None.

(c) Exhibits

None.

ITEM 9. SALES OF EQUITY SECURITIES PURSUANT TO REGULATION S.

On August 28, 1998, Newpark Resources, Inc., a Delaware corporation ("Newpark"), concluded a private placement of shares of its Common Stock, \$0.01 par value per share (the "Newpark Common Stock"), in accordance with Regulation S of the Securities Act of 1933, as amended. In such placement, Newpark issued an aggregate of 550,000 shares of Newpark Common Stock (the "Newpark Shares"), and made a cash payment of \$2,000,000 (Cdn.), in exchange for all of the issued and outstanding shares of capital stock of ProActa Environmental Services, Inc., an Alberta corporation ("ProActa"). The shares of capital stock ProActa were held by a corporation incorporated under the laws of Alberta, Canada, and by a Canadian citizen residing in Alberta. The Newpark Shares were valued at \$3.4 million, based on the closing sales price of the Newpark Common Stock as reported by the New York Stock Exchange on August 28, 1998. No commission or underwriter's discount was paid or provided to any person in connection with this private placement of securities.

SIGNATURES

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

NEWPARK RESOURCES, INC.

Dated: August 31, 1998

By: /s/ Eric Wingerter  
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Eric Wingerter, Vice President