

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 28, 1998

NEWPARK RESOURCES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

1-2960

72-1123385

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

3850 NORTH CAUSEWAY, SUITE 1770
METAIRIE, LOUISIANA

70002

(Address of principal executive offices)

(Zip Code)

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 May 28, 1998, the registrant ("Newpark") concluded a private placement in accordance with Regulation S of the Securities Act of 1933, as amended. In such placement, Newpark issued 281,000 shares of its common stock, \$0.01 par value per share, to three Canadian citizens in consideration for the acquisition by Newpark's indirect subsidiary, Newpark Drilling Fluids Canada, Inc., an Alberta corporation, of all of the issued and outstanding shares of capital stock of Optimum Fluids Inc., an Alberta corporation, and Optimum Fluids (Sask.) Inc., a Saskatchewan corporation. The shares acquired were valued at \$5.3 million. 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: June 4, 1998

By: /s/ Eric Wingerter

Name: Eric Wingerter

Its: Vice President of Corporate Development