

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 22, 2017



NEWPARK RESOURCES, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-2960

(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**

(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 240.13e-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 7.01. Regulation FD Disclosure.

Newpark Resources, Inc. (the “Company”) has prepared presentation materials (the “Presentation Materials”) that management intends to use from time to time after May 22, 2017 in presentations about the Company’s operations and performance. The Company may use the Presentation Materials, possibly with modifications, in presentations to current and potential investors, lenders, creditors, insurers, vendors, customers, employees and others with an interest in the Company and its business.

The information contained in the Presentation Materials is summary information that should be considered in the context of the Company’s filings with the Securities and Exchange Commission and other public announcements that the Company may make by press release or otherwise from time to time. The Presentation Materials speak as of the date of this Current Report on Form 8-K. While the Company may elect to update the Presentation Materials in the future or reflect events and circumstances occurring or existing after the date of this Current Report on Form 8-K, the Company specifically disclaims any obligation to do so. The Presentation Materials are furnished as Exhibit 99.1 to this Current Report on Form 8-K and are incorporated herein by reference. The Presentation Materials will also be posted in the Investor Information section of the Company’s website, <http://www.newpark.com> for 90 days.

The information referenced under Item 7.01 (including Exhibit 99.1 referenced in Item 9.01 below) of this Current Report on Form 8-K is being “furnished” under “Item 7.01. Regulation FD Disclosure” and, as such, shall not be deemed to be “filed” for the 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. The information set forth in this Current Report on Form 8-K (including Exhibit 99.1 referenced in Item 9.01 below) shall not be incorporated by reference into any registration statement, report or other document filed by the Company pursuant to the Securities Act of 1933, as amended (the “Securities Act”), except as shall be 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	Presentation Materials

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: May 22, 2017

By: /s/ Gregg S. Piontek

Gregg S. Piontek, Vice President and Chief Financial Officer
(Principal Financial Officer)

EXHIBIT INDEX

Exhibit No.	Description
99.1	Presentation Materials



NEWPARK RESOURCES PRESENTATION



MAY 2017

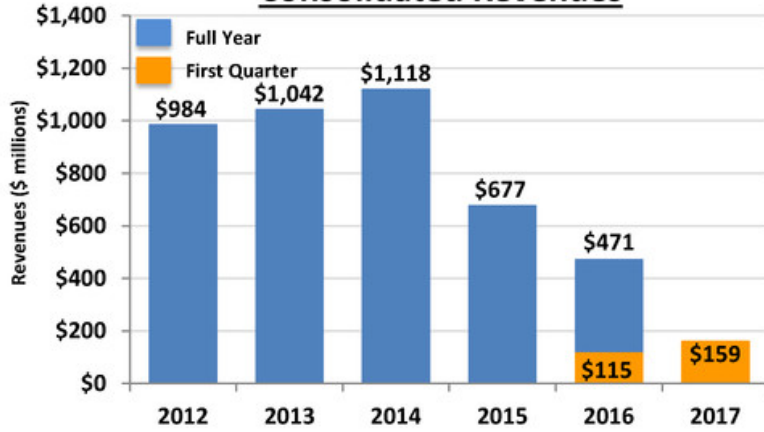
FORWARD LOOKING STATEMENTS

This presentation 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 future financial results are forward-looking statements. Words such as "will", "may", "could", "would", "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 forward-looking statements reflect the current views of our management; however, various risks, uncertainties, contingencies and other factors, some of which are beyond our control, are difficult to predict and could cause our actual results, performance or achievements to differ materially from those expressed in, or implied by, these statements, including the success or failure of our efforts to implement our business strategy. 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. Many factors, including those discussed more fully elsewhere in this presentation 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, 2016, 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, 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 and skilled personnel, our market competition, compliance with legal and regulatory matters, including environmental regulations, the availability of insurance and the risks and limitations of our insurance coverage, 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 its website at www.newpark.com.

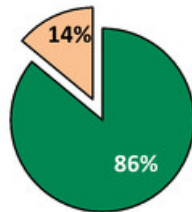




Consolidated Revenues



First Quarter 2017 - Revenue by Segment



■ Fluids Systems
 ■ Mats and Integrated Services

➤ Two Operating Segments:

Fluids Systems

- Oil and Gas exploration

Mats and Integrated Services

- Oil and Gas exploration
- Electrical transmission and distribution
- Pipeline
- Petrochemical
- Construction

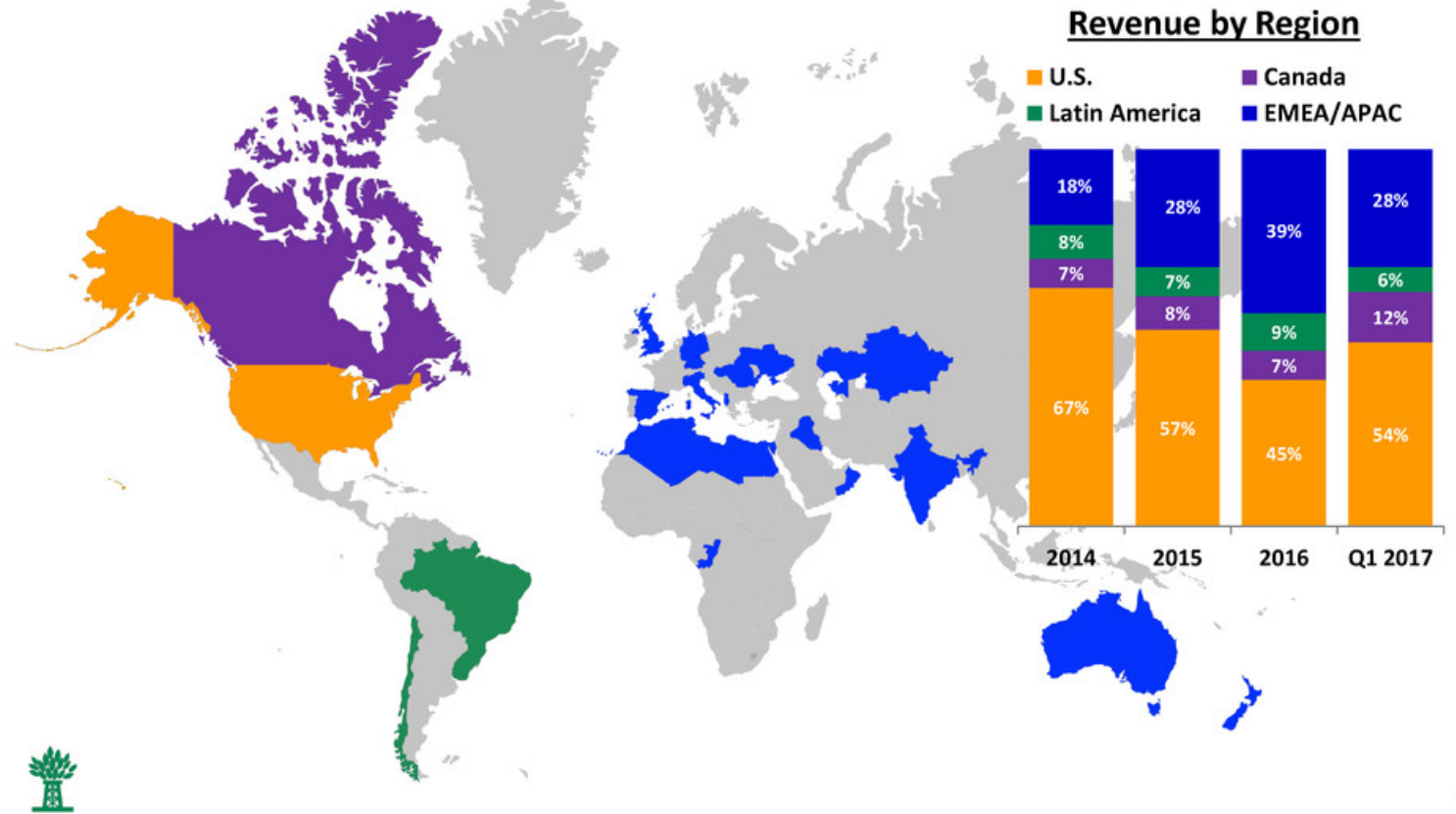
➤ Key geographic markets:

- North America
- EMEA
- Latin America
- Asia Pacific





Revenue by Region





STRENGTHENED BY OUR INVESTMENTS

- Elevated capital campaign completed
- Infrastructure investments open new markets and significantly enhance our competitiveness
- Reflects our commitment to be the global leader in fluids and mats technology

Mats: Completed Manufacturing 2015
and Technology Center 2016



Fluids: Manufacturing Facility & Distribution Center
Completed 2016



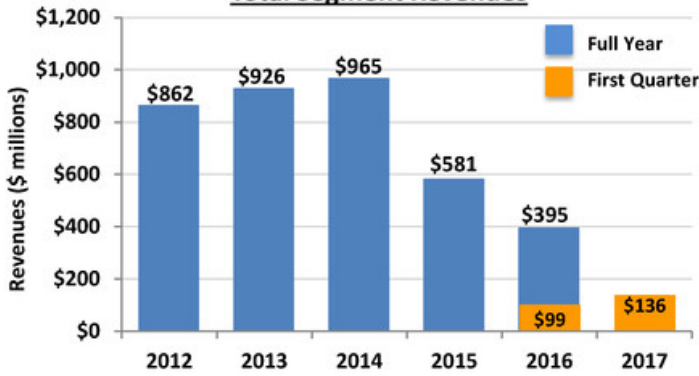
Fluids: Gulf of Mexico Deepwater Shorebase
Completed 2017



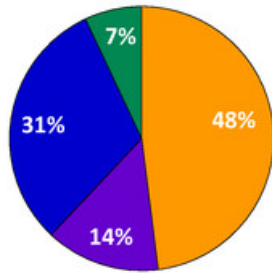


FLUIDS SYSTEMS-OVERVIEW

Total Segment Revenues



First Quarter 2017 Revenue by Region



■ U.S.
 ■ Canada
 ■ EMEA/APAC
 ■ Latin America

- **Largest independent drilling fluids provider**
 - 3rd largest drilling fluids company worldwide*
- **Seek to capitalize on competitive diversions to drive further market share gains**
- **Expanding global market share, leveraging IOC/NOC relationships**

*Based on company data





FLUIDS SYSTEMS-TECHNOLOGY

EVOLUTION

Fusion

KRONOS

➤ **Proven drilling fluid systems designed to enhance wellsite performance**

- Evolution® high-performance, water-based technology for global applications
- Fusion™ brine fluid system creates a unique enhancement for shale basins
- Kronos™ deepwater drilling fluid systems offers operators a consistent fluid across a wide temperature and pressure spectrum

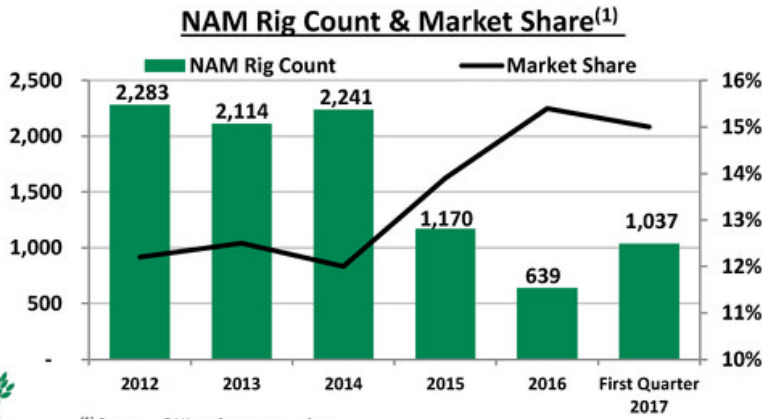
➤ **Fluids Development**

- Driving continued advancements in technology, bringing new chemistries to enhance drilling efficiencies in challenging environments





- Revenues impacted by drilling activity and operators reducing well expenditures
- Service quality, focus and organizational alignment driving share gains in the market



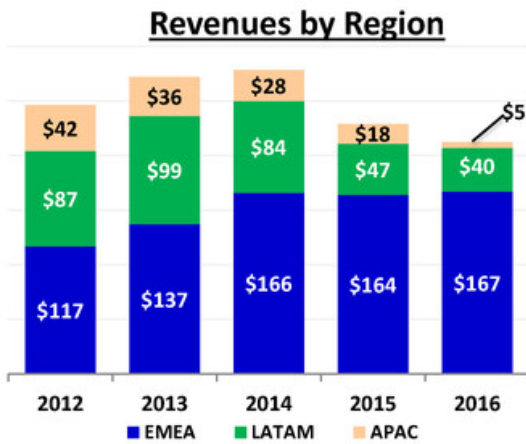
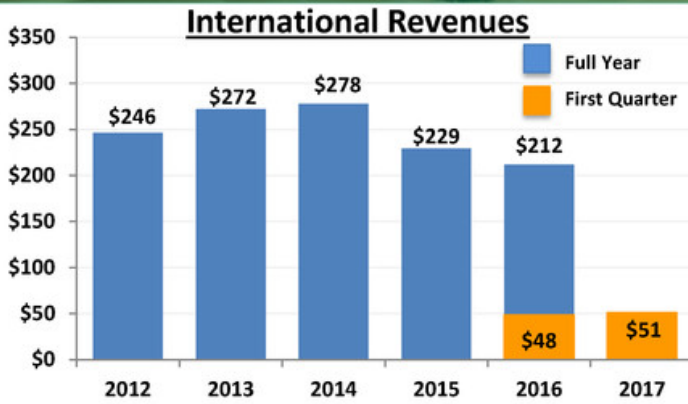
- Hold #2 market share position in U.S. land*
- Focused on expanding presence in GOM
 - Shorebase facility now fully operational



⁽¹⁾ Source: BHI and company data

*Based on company data

FLUIDS SYSTEMS – INTERNATIONAL



- **International expansion is key to our strategy**
- **More stable than NAM, through the industry cycles**
 - Longer term contracts
 - Largely IOC's/NOC's
 - Few competitors
- **Key contract awards have driven growth**
 - Kuwait (KOC)
 - Algeria (Sonatrach)
 - Republic of Congo (ENI)
 - Uruguay ultra-deepwater (Total)
 - Albania (Shell)
 - Chile (ENAP)
- **Two recent awards to begin in second half 2017**
 - India (Cairn)
 - Australia (partnering with Baker Hughes)



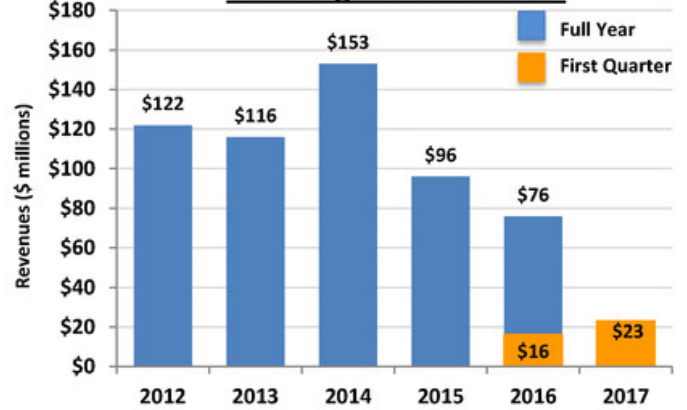


MATS & INTEGRATED SERVICES - OVERVIEW

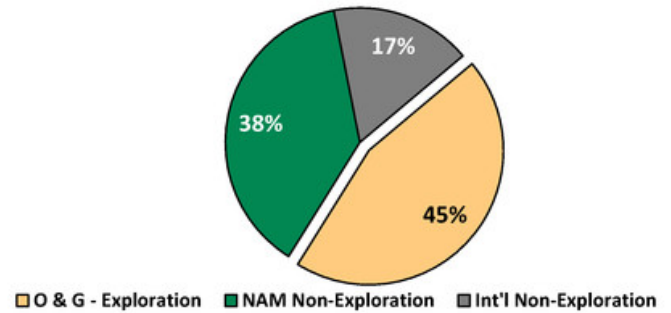
- **Leading provider of engineered worksite solutions**
- **Revenues include rentals and sale of DURA-BASE composite mats**
 - Mat sales targeted to international E&P and non-oil and gas customers
- **Patented technology and size of composite mat rental fleet provide competitive advantage**
- **Established core rental business in NAM exploration market, where mats reduce operator's costs and improve environmental protection during drilling and completion phase**
 - Accelerating growth by expanding into new geographic markets and industries
 - Segment remained profitable through the cycle, benefiting from diversified customer base



Total Segment Revenues



First Quarter 2017 Revenues by Market

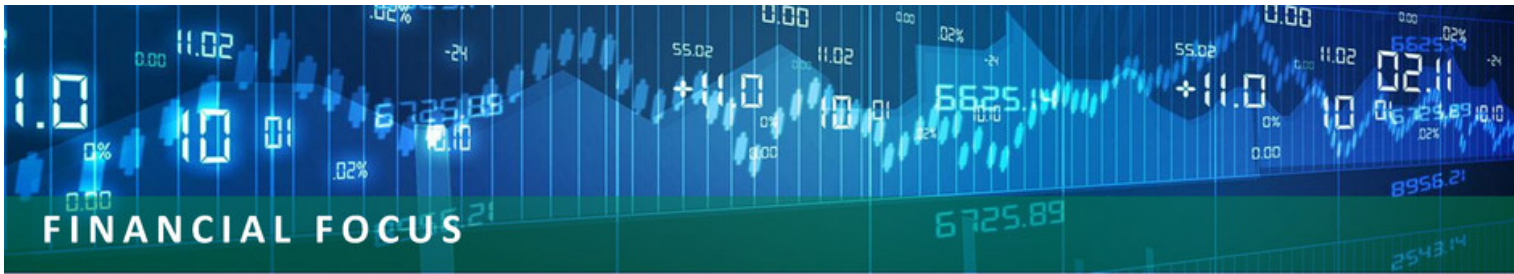


MATS & INTEGRATED SERVICES – STRATEGY AND SYSTEMS

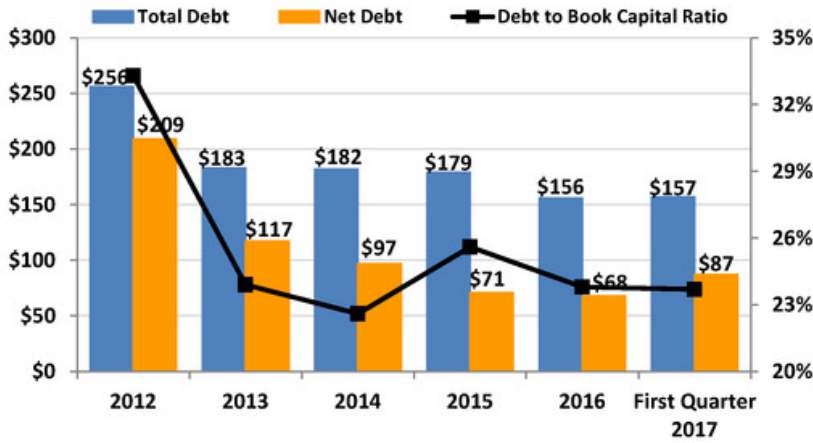


- **Diversifying beyond the wellsite**
 - Accelerate penetration of non-exploration markets, both domestically and internationally
 - Commercialize differentiated system enhancements, including EPZ Grounding System™ for the utility industry





Capital Structure



➤ Protecting the Balance Sheet

- Issued \$100m of 5 year convertible bonds in Dec 2016, and retired \$78m of debt
- \$90m Revolving credit facility remains unused, providing additional liquidity

➤ Short-Term Actions

- Focused on managing cost structure as NAM activity levels improve
- Continuing efforts to optimize working capital
- Limit capital investments beyond deepwater project

➤ Long-term Focus

- Continue investing in strategic capital projects
 - IOC/deepwater focus in fluids
 - Aggressively pursue non-E&P market expansion in mats
- Selectively seek to strengthen core competencies during cycle, including expanding technology portfolio



APPENDIX



CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)	Three Months Ended		
	March 31, 2017	December 31, 2016	March 31, 2016
Revenues	\$ 158,691	\$ 137,083	\$ 114,544
Cost of revenues	129,590	124,167	111,573
Selling, general and administrative expenses	25,397	21,810	23,492
Other operating income, net	(42)	(516)	(1,696)
Impairments and other charges	—	(180)	—
Operating income (loss)	3,746	(8,198)	(18,825)
Foreign currency exchange (gain) loss	392	(270)	(455)
Interest expense, net	3,218	2,636	2,081
(Gain) loss on extinguishment of debt	—	279	(1,894)
Income (loss) from operations before income taxes	136	(10,843)	(18,557)
Provision (benefit) for income taxes	1,119	(10,786)	(5,257)
Net loss	\$ (983)	\$ (57)	\$ (13,300)
Calculation of EPS:			
Basic - net loss	\$ (983)	\$ (57)	\$ (13,300)
Assumed conversions of Convertible Notes due 2017	—	—	—
Diluted - adjusted net loss	\$ (983)	\$ (57)	\$ (13,300)
Basic - weighted average common shares outstanding	84,153	84,066	83,258
Dilutive effect of stock options and restricted stock awards	—	—	—
Dilutive effect of Convertible Notes due 2017	—	—	—
Dilutive effect of Convertible Notes due 2021	—	—	—
Diluted - weighted average common shares outstanding	84,153	84,066	83,258
Loss per common share - basic:	\$ (0.01)	\$ —	\$ (0.16)
Loss per common share - diluted:	\$ (0.01)	\$ —	\$ (0.16)



OPERATING SEGMENT RESULTS

(In thousands)	Three Months Ended		
	March 31, 2017	December 31, 2016	March 31, 2016
Revenues			
Fluids systems	\$ 136,050	\$ 111,560	\$ 98,651
Mats and integrated services	22,641	25,523	15,893
Total revenues	<u>\$ 158,691</u>	<u>\$ 137,083</u>	<u>\$ 114,544</u>
Operating income (loss)			
Fluids systems	\$ 6,352	\$ (7,505)	\$ (15,207)
Mats and integrated services	6,402	6,134	3,736
Corporate office	(9,008)	(6,827)	(7,354)
Operating income (loss)	<u>\$ 3,746</u>	<u>\$ (8,198)</u>	<u>\$ (18,825)</u>
Segment operating margin			
Fluids systems	4.7%	(6.7)%	(15.4)%
Mats and integrated services	28.3%	24.0 %	23.5 %



CONSOLIDATED BALANCE SHEETS

	March 31, 2017	December 31, 2016
ASSETS		
Cash and cash equivalents	\$ 69,876	\$ 87,878
Receivables, net	238,158	214,307
Inventories	145,384	143,612
Prepaid expenses and other current assets	16,765	17,143
Total current assets	<u>470,183</u>	<u>462,940</u>
Property, plant and equipment, net	301,167	303,654
Goodwill	20,051	19,995
Other intangible assets, net	5,452	6,067
Deferred tax assets	1,837	1,747
Other assets	3,568	3,780
Total assets	<u>\$ 802,258</u>	<u>\$ 798,183</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current debt	\$ 83,086	\$ 83,368
Accounts payable	62,536	65,281
Accrued liabilities	34,357	31,152
Total current liabilities	<u>179,979</u>	<u>179,801</u>
Long-term debt, less current portion	73,936	72,900
Deferred tax liabilities	36,323	38,743
Other noncurrent liabilities	6,627	6,196
Total liabilities	<u>296,865</u>	<u>297,640</u>
Common stock, \$0.01 par value, 200,000,000 shares authorized and 99,876,940 and 99,843,094 shares issued, respectively	999	998
Paid-in capital	562,004	558,966
Accumulated other comprehensive loss	(60,653)	(63,208)
Retained earnings	128,704	129,873
Treasury stock, at cost; 15,110,843 and 15,162,050 shares, respectively	(125,661)	(126,086)
Total stockholders' equity	<u>505,393</u>	<u>500,543</u>
Total liabilities and stockholders' equity	<u>\$ 802,258</u>	<u>\$ 798,183</u>



CONSOLIDATED STATEMENTS OF CASH FLOW

(In thousands)	Three Months Ended March 31,	
	2017	2016
Cash flows from operating activities:		
Net loss	\$ (983)	\$ (13,300)
Adjustments to reconcile net loss to net cash used in operations:		
Depreciation and amortization	9,387	9,573
Stock-based compensation expense	2,836	2,974
Provision for deferred income taxes	(2,545)	(36)
Net provision for doubtful accounts	666	528
Gain on sale of assets	(847)	(1,271)
Gain on extinguishment of debt	—	(1,894)
Amortization of original issue discount and debt issuance costs	1,330	286
Change in assets and liabilities:		
(Increase) decrease in receivables	(23,019)	27,606
(Increase) decrease in inventories	(829)	10,630
Decrease in other assets	521	1,381
Decrease in accounts payable	(1,692)	(20,028)
Increase (decrease) in accrued liabilities and other	3,731	(19,349)
Net cash used in operating activities	(11,444)	(2,900)
Cash flows from investing activities:		
Capital expenditures	(7,291)	(13,418)
Increase in restricted cash	(46)	—
Proceeds from sale of property, plant and equipment	288	1,450
Net cash used in investing activities	(7,049)	(11,968)
Cash flows from financing activities:		
Borrowings on lines of credit	—	2,479
Payments on lines of credit	—	(4,851)
Purchase of Convertible Notes due 2017	—	(9,206)
Debt issuance costs	(157)	—
Other financing activities	(371)	(3)
Proceeds from employee stock plans	211	—
Purchases of treasury stock	(48)	—
Net cash used in financing activities	(365)	(11,581)
Effect of exchange rate changes on cash	856	1,845
Net decrease in cash and cash equivalents	(18,002)	(24,604)
Cash and cash equivalents at beginning of year	87,878	107,138
Cash and cash equivalents at end of period	\$ 69,876	\$ 82,534



EXPERIENCED LEADERSHIP

- **Paul Howes** President & CEO
- **Gregg Piontek** Vice President & CFO
- **Mark Airola** SVP, GC & Admin Officer
- **Bruce Smith** President
Fluids Systems
- **Matthew Lanigan** President
Mats & Integrated Services
- **Ida Ashley** Vice President, Human Resources



MANAGEMENT BIOGRAPHIES

Paul L. Howes, President & CEO: Paul joined Newpark's Board of Directors and was appointed its Chief Executive Officer in March 2006. In June 2006, Mr. Howes also was appointed as Newpark's President. Mr. Howes' career has included experience in the defense industry, chemicals and plastics manufacturing, and the packaging industry. From 2002 until October 2005, he served as President and Chief Executive Officer of Astaris LLC, a primary chemicals company headquartered in St. Louis, Missouri, with operations in North America, Europe and South America. Prior to this, from 1997 until 2002, he served as Vice President and General Manager, Packaging Division, for Flint Ink Corporation, a global ink company headquartered in Ann Arbor, Michigan with operations in North America, Europe, Asia Pacific and Latin America.

Gregg S. Piontek, VP & CFO: Gregg joined Newpark in April 2007 and served as Vice President, Controller and Chief Accounting Officer from April 2007 to October 2011. Prior to joining Newpark, Mr. Piontek was Vice President and Chief Accounting Officer of Stewart & Stevenson LLC from 2006 to 2007, where he served as the lead executive financial officer for the asset acquisition from Stewart & Stevenson Services, Inc. and \$150 million public debt offering. From 2001 to 2006, Mr. Piontek held the positions of Assistant Corporate Controller and Division Controller for Stewart & Stevenson Services, Inc. Prior to that, Mr. Piontek served in various financials roles at General Electric and CNH Global N.V., after beginning his career as an auditor for Deloitte & Touche LLP. Mr. Piontek is a Certified Public Accountant and holds a bachelor degree in Accountancy from Arizona State University and a Master of Business Administration degree from Marquette University.

Mark J. Airola, Sr. VP, GC & Admin Officer: Mark joined Newpark in October 2006 as its Vice President, General Counsel and Chief Administrative Officer. Mr. Airola was named Senior Vice President in February of 2011. Prior to joining Newpark, Mr. Airola was Assistant General Counsel and Chief Compliance Officer for BJ Services Company, a leading provider of pressure pumping and other oilfield services to the petroleum industry, serving as an executive officer since 2003. From 1988 to 1995, he held the position of Senior Litigation Counsel at Cooper Industries, Inc., a global manufacturer of electrical products and tools, with initial responsibility for managing environmental regulatory matters and litigation and subsequently managing the company's commercial litigation.



MANAGEMENT BIOGRAPHIES

Bruce C. Smith, Executive VP and President Fluids Systems: Bruce joined Newpark in April 1998 as Vice President, International. Since October 2000, he has served as President of its subsidiary Newpark Drilling Fluids, L.P. Prior to joining Newpark, Mr. Smith was the Managing Director of the U.K. operations of M-I Swaco, a competitor of Newpark Drilling Fluids, where he was responsible for two business units, including their drilling fluids unit.

Matthew Lanigan, President Mats and Integrated Services: Matthew joined Newpark in April 2016, as President of Newpark Mats & Integrated Services. Matthew began his professional career at ExxonMobil in Australia working on rigs as a Drilling & Completions Engineer, progressing from there to Offshore Production Engineer and as a Marketer for Crude & LPG. While pursuing his MBA, he accepted a position with GE in the Plastics division where he rose to the role of Chief Marketing Officer before transferring to the Capital division of GE, based in the UK. His first opportunity to work in the United States came with the Enterprise Client Group of GE's Capital division, where he worked in leadership roles in Sales & Marketing. In 2011, he was appointed as the Director of Commercial Excellence for Asia Pacific, based in Australia. In addition to growing revenue and market share, key responsibilities for this role included developing cross-organizational synergies and market entry strategies.

Ida Ashley, VP, Human Resources: Ida joined Newpark in March 2015 as Vice President, Human Resources. Ida has over 20 years of experience in Human Resources, 17 of which were specific to Oilfield Services where she specialized in Employee Relations, Mergers & Acquisitions and International HR programs. Ida has worked in a variety of HR leadership roles in Smith International, M-I SWACO and Schlumberger. Her role prior to joining Newpark was VP of HR, North America in Schlumberger. Originating from Smith International, she had the unique opportunity to lead the HR integration project team during the Schlumberger/Smith merger from August 2010 – December 2012. Ida earned her Masters of Science in Human Resources from Houston Baptist University in 2000 and her Bachelors of Arts in Modern Languages from Texas A&M in 1991.



ENERGYPOINT RESEARCH INC. Rated 1st in Fluids, Chemicals & Proppants OILFIELD PRODUCTS Customer Satisfaction 2015

ENERGYPOINT RESEARCH INC. Rated 1st in Fluids, Chemicals & Proppants OILFIELD PRODUCTS Customer Satisfaction 2015

ENERGYPOINT RESEARCH INC. Rated 1st for Deepwater Applications OILFIELD SERVICES Customer Satisfaction 2015

ENERGYPOINT RESEARCH INC. Rated 1st in HSE OILFIELD SERVICES Customer Satisfaction 2015

ENERGYPOINT RESEARCH INC. Rated 1st in HSE OILFIELD SERVICES Customer Satisfaction 2015

FOCUSED ON CUSTOMER'S NEEDS



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 MAT CLEANING SYSTEM
 CLEANS YOUR BIGGEST JOBS IN HOURS, NOT DAYS

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