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**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 19, 2009**

**NEWPARK RESOURCES, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other Jurisdiction of Incorporation)	<b>1-2960</b> (Commission File Number)	<b>72-1123385</b> (IRS Employer Identification No.)
<b>2700 Research Forest Drive, Suite 100</b> <b>The Woodlands, TX</b> (Address of Principal Executive Offices)		<b>77381</b> (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 7.01 Regulation FD Disclosure.**

On August 19, 2009, Paul L. Howes, President and Chief Executive Officer and James E. Braun, Vice President and Chief Financial Officer of Newpark Resources, Inc. ("Newpark"), presented the information furnished in Exhibit 99.1 to this report to current and potential investors. Exhibit 99.1 is incorporated in this Item 7.01 by reference. The presentation materials will also be posted in the Investor Information section of Newpark's website, <http://www.newpark.com> for 90 days after the event.

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 Newpark 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. Newpark does not undertake to update the information as posted on its website; however, it may post additional information included in future press releases and Forms 8-K, as well as posting its periodic Exchange Act reports.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Presentation to Current and Potential Investors.

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**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: August 19, 2009

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

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**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Presentation to Current and Potential Investors.



# Newpark Resources

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August 2009

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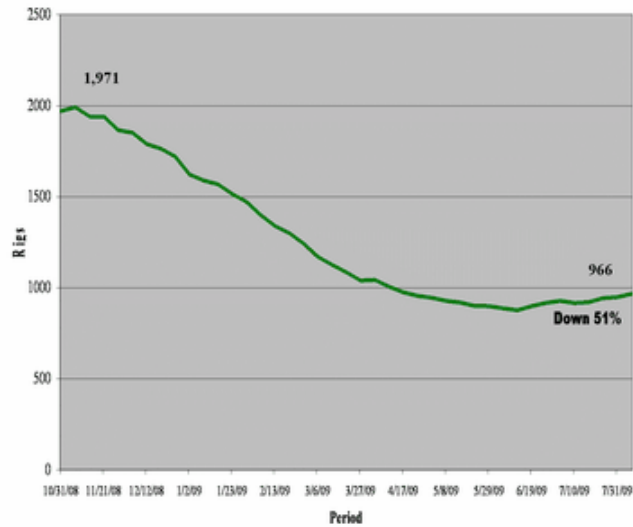
## Forward-Looking Statements

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 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 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, 2008, its Quarterly Reports on Form 10-Q, 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; the investigation of the 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; our ability to comply with our debt covenants; and seasonality of sales of Newpark products. Newpark's filings with the Securities and Exchange Commission can be obtained at no charge at [www.sec.gov](http://www.sec.gov), as well as through our website at [www.newpark.com](http://www.newpark.com).

# Operational Highlights

- **Quickly responded to weak North American market conditions**
  - Committed to managing costs and optimizing cash flow to offset impact of lower North American drilling activity
- **Positioned for further growth in international businesses**
  - Mediterranean revenues remain stable
  - Meaningful Brazil revenue yet to materialize
- **Amended credit facility; modified financial covenants for next four quarters**

U.S. Rig Count Trend



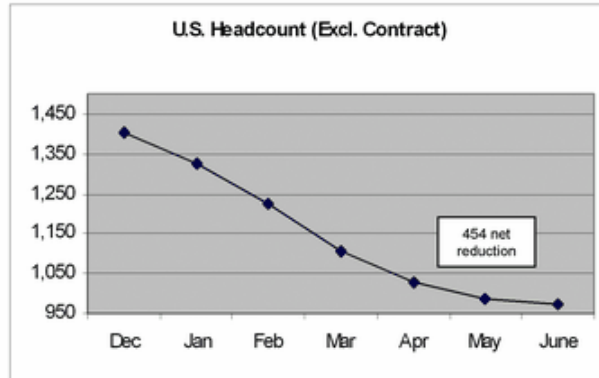
Source: Baker/Hughes

## Cost Management in a Downturn

### ■ Began cost cutting initiatives in mid-Q4 2008

- To date, we estimate annualized cost savings of approximately \$80 million from actions taken so far

- Significant headcount reductions, which includes consultants
- Salary and wage reduction
- Reduced overtime and extra pay
- Suspended 401(k) match
- Reduced discretionary spending
- Capital expenditure reductions



### ■ Expect to drive additional costs down further in 2H 2009

- Consolidate NESI & NMIS, leverage purchasing and logistics, improve efficiencies, reduced salaries and wages, lower discretionary spending



## 2Q 2009 Summary

- **Total revenues of \$110 million in 2Q 2009 versus \$211 million in 2Q 2008**
- **Net loss of \$8.8 million, or 10¢ per share, including \$3.1 million after-tax charges for severance, non-renewal of barge leases and asset write-downs**
- **Cost cutting having positive impact; sequentially \$3 million improvement in operating income on \$17 million revenue decline**
- **Fluid Systems & Engineering**
  - North American markets continue to be weak, but appear to be stabilizing
  - Horizontal shale plays are more favorable areas being targeted
  - International presence expanding
    - Mediterranean revenues up 18% sequentially
    - New wells in Black Sea area of Romania and deepwater opportunities in Brazil

## Market Outlook: Balance of 2009

- **The North American market continues to be difficult but appears to be stabilizing**
- **Don't see meaningful recovery in North America as excess natural gas supply and reduced demand keep downward pressure on the price of natural gas**
- **Low levels of rig activity in North America resulting in margin compression as competitors are aggressively bidding on new and existing work**
- **Expect to see capacity reduction in the market place**
- **We expect to see continued opportunities to grow our international business in the Mediterranean, Europe and Brazil**

## Company Overview

### ■ Specialized provider of:

- Fluids Systems and Engineering
- Well Site Construction Services
- Environmental Services

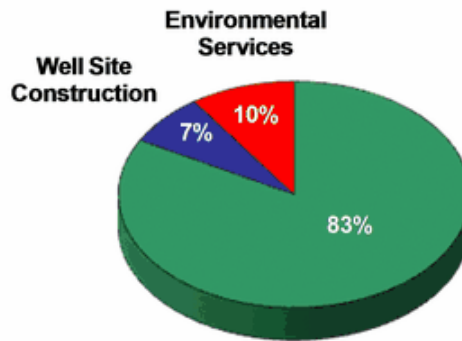
### ■ Customers:

- Oil and Gas Industry

### ■ Key geographic markets:

- North America
- North Africa
- Eastern Europe
- South America

First Half 2009 Revenue  
\$237 million



**Fluids Systems & Engineering**



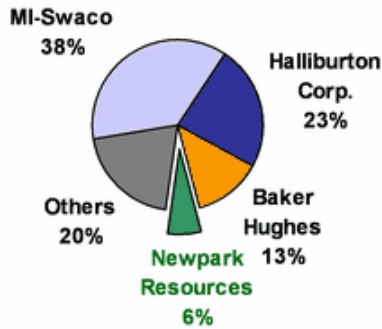
**NYSE: NR**

## Drilling Fluids – Market Share

- Our worldwide market share has grown to 8% from 6% just four years ago

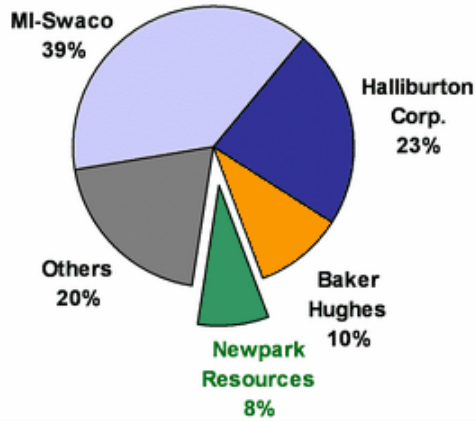
**2004 Worldwide Fluids Market**

\$4.6 billion market size



**2008 Worldwide Fluids Market**

\$8.9 billion market size

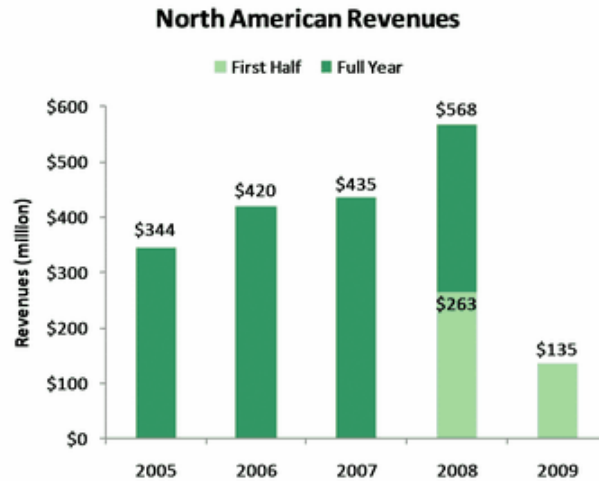


NYSE: NR

Source: Spears & Associates

## Fluids Systems and Engineering Scope of Operations - North America

- Serves major North America basins; recently expanded to Appalachian – Marcellus shale
- Growing presence in the Haynesville and Eagle Ford Shale
- Approximately 16% share of U.S. markets served in 2009<sup>1</sup>



<sup>1</sup> Source: Company estimate

NYSE: NR

## Fluids Systems and Engineering Expanding Internationally

### ■ Targeted growth markets

- Core: Italy, Algeria, Libya & Tunisia
- Brazil: Petrobras & IOC's
- New Market Opportunities: Turkey, Egypt, Romania and the Middle East



### ■ Recent "landmark" events

- Two successful wells in Black Sea
- Offshore work in Libya with IOC's & NOC

### ■ FY08 Revenue Mix: 80% North America, 20% international

- First half 2009 international revenue at 26%

International Revenues



## Penetrating Brazilian Offshore Market

- **Brazilian fluids plant operational in September 2008**
  - Capacity expansion completed in Q2 2009 to support IOCs
  - 2<sup>nd</sup> largest in country fluids capacity
- **Contributed to XOM's first successful pre-salt well in the Santos basin**
- **Contracts with Petrobras, XOM, Maersk and Alvarado**
- **Disappointing Q2 revenues but expect opportunities for growth to continue**

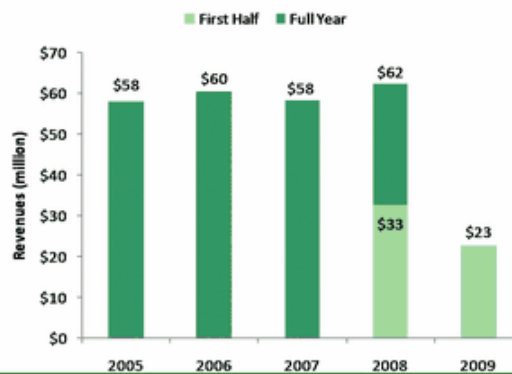


## Environmental Services

- **Processes and disposes of E&P waste**
  - Non-hazardous oilfield
  - Naturally occurring radioactive waste
  - Industrial waste
- **Leading market position in U.S. Gulf Coast**
  - Use low pressure injection techniques
  - Waste disposed into unique geological structures underground
- **Has remained profitable during the downturn**



Environmental Services Revenues



NYSE: NR



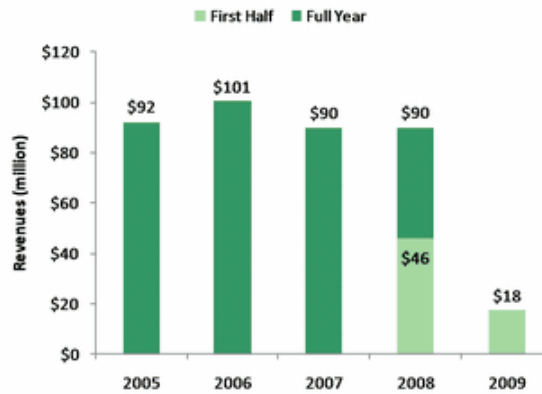
# Well Site Construction Services

## Well Site Services

- **Market areas some of hardest hit during this downturn**
  - Closed North Louisiana site construction business
  - South Louisiana rig count at historic lows
- **Aggressively moved to reduce people and costs**
  - 43% headcount reduction over past 12 months



**Well Site Construction Revenues**



## Composite Mat Sales & Rentals

- **Expand beyond E&P Sector**
- **Redeployed mats to U.K. for use in utility industry**
  - 4,000 mats available for rent in U.K.

NYSE: NR

# Capital Structure

Capital Structure - June 30, 2009

- Continued debt reduction from balance sheet liquidation; \$43m debt YTD 2009
- Executed waiver and amendment to existing revolving credit facility
- No significant near-term debt maturities: \$10 million per year next four years

\$ in millions

Revolver	\$ 97.0
Term Loan	40.0
Other	7.8
<b>Total Debt</b>	<b>144.8</b>
Equity	361.5
<b>Total Capitalization</b>	<b>\$ 506.2</b>

Debt/Capitalization 28.6%



NYSE: NR

## Credit Agreement Changes

- **Leverage and Fixed Charge Ratios were not in compliance as of June 2009**

- **Modified Consolidated Leverage Ratio as follows (maximum):**

Q3 2009	Q4 2009	Q1 2010	Q2 2010	Thereafter
4.50:1.00	4.00:1.00	3.50:1.00	3.00:1.00	3.00:1.00

- **Modified Consolidated Fixed Charge Ratio as follows (minimum):**

Q3 2009	Q4 2009	Q1 2010	Q2 2010	Thereafter
0.80:1.00	0.90:1.00	1.00:1.00	1.10:1.00	1.20:1.00

- **Financial covenant calculations will use annualized results rather than trailing four quarters until June 30, 2010**
- **The revolver commitment was reduced from \$175 million to \$150 million. The term loan will remain at \$40 million (amortization of \$10 million per year will continue)**

## Credit Agreement Changes

- Amended the pricing grid (in basis points) as illustrated below:

Level	Total Debt/EBITDA	Margin for		Commitment Fee
		Eurodollar	ABR	
1	Less than 2.50:1.00	400	300	50
2	Less than 3.00:1.00	425	325	50
3	Less than 3.50:1.00	500	400	50
4	Less than 4.00:1.00	650	550	50
5	Greater than 4.00:1.00	750	650	50

## Summary

- **Right sized the business in North America to reflect current market conditions**
- **In North America, 2009 to be tough year with no meaningful recovery expected**
  - Opportunities to grow, even during downturn, by attracting new customers and entering new markets
- **International market position is relatively stable**
  - Growing presence in deepwater projects
  - Further growth opportunities in Brazil, Europe and Middle East
- **Amended credit facility in place**

# Appendix

**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	<u>\$ (8,787)</u>	<u>\$ 10,002</u>	<u>\$ (20,791)</u>	<u>\$ 21,353</u>
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	<u>\$ (0.10)</u>	<u>\$ 0.11</u>	<u>\$ (0.24)</u>	<u>\$ 0.24</u>

**NYSE: NR**

Newpark Resources, Inc.  
Consolidated Balance Sheets

(In thousands, except share data)	June 30, 2009	December 31, 2008
	(Unaudited)	
<b>ASSETS</b>		
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	<u>261,680</u>	<u>402,793</u>
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	<u>\$ 582,208</u>	<u>\$ 713,679</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
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	<u>88,725</u>	<u>149,657</u>
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	<u>220,751</u>	<u>335,797</u>
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 (loss) 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	<u>361,457</u>	<u>377,882</u>
Total liabilities and stockholders' equity	<u>\$ 582,208</u>	<u>\$ 713,679</u>

NYSE: NR



**Newpark Resources, Inc.**  
**Operating Segment Results**

(Unaudited)	Three Months Ended		
(In thousands)	June 30, 2009	March 31, 2009	June 30, 2008
<b>Revenues</b>			
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>
<b>Operating (loss) income</b>			
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>
<b>Segment operating margin</b>			
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%

**NYSE: NR**

Newpark Resources, Inc.  
Consolidated Statements of Cash Flows

(Unaudited) (In thousands)	Six Months Ended June 30,	
	2009	2008
<b>Cash flows from operating activities:</b>		
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	14,099	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	-	1,726
<b>Net cash provided by operating activities</b>	<b>57,507</b>	<b>23,378</b>
<b>Cash flows from investing activities:</b>		
Capital expenditures	(14,139)	(11,580)
Proceeds from sale of property, plant and equipment	734	78
<b>Net cash used in investing activities</b>	<b>(13,405)</b>	<b>(11,502)</b>
<b>Cash flows from financing activities:</b>		
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)	(10,089)
Net financing activities of continuing operations	(44,070)	(7,714)
Net financing activities of discontinued operations	-	(63)
<b>Net cash used in financing activities</b>	<b>(44,070)</b>	<b>(7,777)</b>
Effect of exchange rate changes on cash	(1,575)	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

- **Paul Howes, President & CEO**
- **Jim Braun, VP & CFO**
- **Mark Airola, GC & Admin Officer**
- **Bill Moss, VP Corporate Strategy & Development**
- **Bruce Smith, President**  
*Fluids Systems and Engineering*
- **Tom Eisenman, President**  
*Excalibar Minerals LLC*
- **Sammy Cooper, President**  
*Mats & integrated Services & Environmental Services*



**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.

**James E. Braun, VP & CFO:** Jim joined Newpark in October 2006 as its Vice President and Chief Financial Officer. Before joining Newpark, since 2002, Mr. Braun was Vice President, Finance, of Baker Oil Tools, one of the largest divisions of Baker Hughes Incorporated, a leading provider of drilling, formation evaluation, completion and production products and services to the worldwide oil and gas industry. From 1998 until 2002, Mr. Braun was Vice President, Finance and Administration, of Baker Petrolite, the oilfield specialty chemical business division of Baker Hughes Incorporated. Previously, he served as Vice President and Controller of Baker Hughes Incorporated, and he was with Deloitte & Touche prior to joining Baker Hughes Incorporated.

**Mark J. Airola, GC & Admin Officer:** Mark joined Newpark in October 2006 as its Vice President, General Counsel and Chief Administrative Officer. Mr. Airola has practiced law for 22 years, primarily with large, publicly traded companies. Most recently, 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.

**Bruce C. Smith, President Fluids Systems and Engineering:** 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.

**William D. Moss, VP Corporate Strategy & Development:** Bill joined Newpark in June 2008 as President, Mats and Integrated Services. In June 2009, he became VP Corporate Strategy & Development. Before joining Newpark, Mr. Moss held management positions at BJ Services Company, most recently, since 1997, as Division President of BJ Chemical Services, a provider of production and industrial chemicals, remedial pumping and capillary services to US and international customers. He previously served as Director, Logistics, of BJ Services with responsibility for worldwide logistics organization. From 1988 to 1995 Moss was Vice-President, International Operations of Western Petroleum Services International and prior to that, he spent 10 years in numerous leadership positions at Western Company of North America.

**Thomas E. Eisenman, President Excalibar Minerals LLC:** Tom joined Newpark in August 1997 as President of Excalibar Minerals LLC, when Newpark purchased Excalibar Minerals Inc., an industrial minerals processing and marketing company founded by Mr. Eisenman in 1990. Prior to starting Excalibar Minerals he had served as Vice-President of Minerals at Milpark Drilling Fluids Inc., a division of Baker Hughes Inc. from 1986 thru 1990 and President of Eisenman Chemical Co. a wholesale chemical supplier with \$65 million in annual sales to the drilling service industry from 1979 thru 1986.

**Samuel L. Cooper, President Mats & Integrated Services and Environmental Services:** Sammy joined Newpark in August 2005 as Vice President-Sales and in November 2005 became President of its subsidiary, Newpark Environmental Management Company, LLC. In June 2009, he also became the President of Mats & Integrated Services. Prior to joining Newpark, from February 2002 to July 2005, he was at USFilter, a Siemens business that recovers, recycles and reuses lubricants and fluids, where he served as Southeast Regional Business Unit Manager then as Director of Operations of the Hydrocarbon Recovery group. From August 1998 through October 2001, he served as Senior Vice President and then as Regional Vice President of U.S. Liquids Inc., a provider of liquid waste management services.

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