

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 14, 1997

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 5. OTHER EVENTS.

On May 14, 1997, the stockholders of Newpark Resources, Inc., a Delaware corporation ("Newpark"), approved amendments to Newpark's Certificate of Incorporation to effect a two-for-one split of Newpark's issued and outstanding shares of Common Stock and to increase the aggregate number of shares of Common Stock that Newpark is authorized to issue from 20,000,000 to 80,000,000. The amendment to the Certificate of Incorporation (the "Amendment") will become effective on May 30, 1997 (the "Effective Date"). Stockholders of record as of the close of business on the Effective Date will receive, as soon as practicable after the Effective Date, an additional stock certificate representing one share of Newpark Common Stock for each share held immediately prior to the stock split. Newpark currently anticipates distribution of the additional shares to be made on or about June 20, 1997.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

1. Form of Certificate of Amendment of Certificate of Incorporation of the registrant, dated May 20, 1997.

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.

/s/ James D. Cole

Dated: May 20, 1997

By: _____
James D. Cole, Chairman of the
Board, President and
Chief Executive Officer

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
NEWPARK RESOURCES, INC.

MATTHEW W. HARDEY AND EDAH KEATING hereby certify that:

1. They are the Chief Financial Officer and Secretary, respectively, of NEWPARK RESOURCES, INC., a Delaware corporation (the "Corporation").

2. The Corporation filed its original Certificate of Incorporation with the Delaware Secretary of State on June 3, 1988, and filed a Certificate of Amendment of Certificate of Incorporation with the Delaware Secretary of State on July 6, 1995 (as amended, the "Certificate of Incorporation").

3. Paragraph A of Article FOURTH of the Certificate of Incorporation of the Corporation is amended in its entirety to read as follows:

"FOURTH: A. The corporation is authorized to issue two classes of shares to be designated, respectively, "Preferred Stock" and "Common Stock." The total number of shares of which this corporation shall have authority to issue is Eighty-One Million (81,000,000), of which One Million (1,000,000) shares shall be Preferred Stock and Eighty Million (80,000,000) shares shall be Common Stock. The Preferred Stock and the Common Stock shall each have a par value of \$.01 per share. Upon Amendment of this paragraph A, each issued share of the Common Stock of the corporation, including the shares of such Common Stock held by the corporation as treasury stock, if any, is hereby subdivided into two (2) shares of Common Stock, \$.01 par value per share."

4. The foregoing Certificate of Amendment of Certificate of Incorporation has been duly approved and adopted by the Board of Directors of the Corporation pursuant to Section 242 of the Delaware General Corporation Law and has been duly approved and adopted by the stockholders of the Corporation, pursuant to Section 242 of the Delaware General Corporation Law, at the 1997 annual meeting of stockholders of the Corporation.

5. The foregoing Certificate of Amendment of Restated Certificate of Incorporation shall become effective on May 30, 1997.

Dated: May 20, 1997

MATTHEW W. HARDEY,
Chief Financial Officer

EDAH KEATING,
Secretary