
**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): October 27, 2011

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.) |
| 2700 Research Forest Drive, 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:

- 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 2.02. Results of Operations and Financial Condition.

On October 27, 2011 Newpark Resources, Inc. (the “Company”) issued a press release announcing financial information for the three and nine months ended September 30, 2011. The press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The information in Item 2.02 of this Current Report on Form 8-K and the information in the exhibit attached hereto announcing the Company’s earnings for the three and nine months ended September 30, 2011 shall not be deemed “filed” for 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, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Press release issued by Newpark Resources, Inc. on October 27, 2011. |

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: October 28, 2011

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

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Press release issued by Newpark Resources, Inc. on October 27, 2011. |

**NEWS RELEASE**

Contacts: Paul L. Howes, President and CEO
Newpark Resources, Inc.
281-362-6800

Ken Dennard, Managing Partner
Dennard Rupp Gray & Lascar, LLC
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713-529-6600

For Immediate Release**NEWPARK RESOURCES REPORTS NET INCOME OF
\$0.23 PER DILUTED SHARE FOR THE THIRD QUARTER 2011**

THE WOODLANDS, TX — October 27, 2011 — Newpark Resources, Inc. (NYSE: NR) today announced results for its third quarter ended September 30, 2011. Total revenues were \$261.2 million for the third quarter of 2011 compared to \$230.8 million for the second quarter of 2011 and \$179.3 million for the third quarter of 2010. Net income for the third quarter of 2011 was \$23.0 million, or \$0.23 per diluted share, compared to net income for the second quarter of 2011 of \$19.3 million, or \$0.19 per diluted share, and net income for the third quarter of 2010 of \$8.2 million, or \$0.09 per diluted share.

For the first nine months of 2011, total revenues were \$694.7 million compared to \$521.4 million for the first nine months of 2010. Net income for the first nine months of 2011 was \$58.1 million, or \$0.58 per diluted share, compared to net income of \$26.9 million, or \$0.30 per diluted share, in the first nine months of 2010.

Paul Howes, Newpark's President and Chief Executive Officer, stated, "The third quarter of 2011 was yet another record quarter for Newpark as we achieved new high marks in both quarterly revenues and profit. Strong performance in all of our operating segments contributed to growth of 13% in consolidated revenues and 19% in consolidated net income, when compared to the prior quarter. In our Fluids Systems and Engineering segment, strength in U.S. drilling activity and market share gains in Canada contributed to a 12% sequential increase in North American revenues. The roll-out of our Evolution™ drilling fluid system continued, generating \$17 million of revenues in the third quarter, while improving the geographic and customer reach. Internationally, revenues were up 17%, benefitting from improvements in the Mediterranean region, along with the impact of our first full quarter with our recently-acquired Asia Pacific business unit.

“In addition, revenues from our Mats and Integrated Services segment increased 9% sequentially, while our Environmental Services revenues rose 26% during this period,” concluded Howes.

SEGMENT RESULTS

The Fluids Systems and Engineering segment generated revenues of \$216.2 million in the third quarter of 2011 compared to \$191.2 million in the second quarter of 2011 and \$148.1 million in the third quarter of 2010. North American revenues increased 12% sequentially in the third quarter of 2011, including a 5% improvement in the U.S. and a \$9.9 million increase in Canadian revenues. International revenues increased \$8.4 million, or 17%, from the second quarter of 2011, including a \$1.9 million increase in revenue from the Asia Pacific region, as the third quarter is the first full quarter with this acquired business unit. Compared to the third quarter of 2010, revenues increased 44% in North America and 51% in the Company’s international operations. Segment operating income was \$25.6 million (11.9% margin) in the third quarter of 2011 compared to \$20.8 million (10.9% margin) in the second quarter of 2011 and \$11.8 million (8.0% margin) in the third quarter of 2010.

The Mats and Integrated Services segment generated revenues of \$30.2 million in the third quarter of 2011 compared to \$27.8 million in the second quarter of 2011 and \$18.2 million in the third quarter of 2010. Revenues for the segment were up 9% from the second quarter of 2011, as a \$3.7 million decline in rental revenues in the Northeast was more than offset by a \$4.8 million increase in composite mat sales, along with increased rental and service revenues in the Rockies and Gulf Coast. Compared to the third quarter of 2010, segment revenues were up 66%. Segment operating income was \$14.5 million (48.1% margin) in the third quarter of 2011 compared to operating income of \$14.7 million (53.0% margin) in the second quarter of 2011 and \$8.6 million (47.2% margin) in the third quarter of 2010.

The Environmental Services segment generated revenues of \$14.9 million in the third quarter of 2011 compared to \$11.8 million in the second quarter of 2011 and \$13.0 million in the third quarter of 2010. The sequential improvement in revenues is primarily attributable to increased market share gains in oilfield waste disposals from state water and inland locations as activity in the federal waters in the Gulf of Mexico continues to be impacted by permitting issues. Compared to the third quarter of 2010, segment revenues were up 15%. Segment operating income was \$5.0 million (33.4% margin) in the third quarter of 2011 compared to operating income of \$3.0 million (25.2% margin) in the second quarter of 2011 and \$3.9 million (30.5% margin) in the third quarter of 2010.

CONFERENCE CALL

Newpark has scheduled a conference call to discuss the third quarter 2011 results, which will be broadcast live over the Internet, on Friday, October 28, 2011 at 10:00 a.m. Eastern Time / 9:00 a.m. Central Time. To participate in the call, dial 480-629-9771 and ask for the Newpark Resources conference call at least 10 minutes prior to the start time, or access it live over the Internet at www.newpark.com. For those who cannot listen to the live call, a replay will be available through November 4, 2011 and may be accessed by dialing (303) 590-3030 and using pass code 4472417#. Also, an archive of the webcast will be available shortly after the call at www.newpark.com for 90 days.

Newpark Resources, Inc. is a worldwide provider of drilling fluids, temporary worksites and access roads for oilfield and other commercial markets, and environmental waste treatment solutions. For more information, visit our website at www.newpark.com.

This news release 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 release 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, 2010, as well as others, could cause results to differ materially from those stated. These risk factors include, but are not limited to, our ability to successfully integrate the business acquired from Rheochem and to realize the anticipated benefits from the acquisition, the impact of restrictions on offshore drilling activity in the Gulf of Mexico, our customer concentration and cyclical nature of our industry, the availability of raw materials and skilled personnel, our market competition, the cost and continued availability of borrowed funds, our international operations, legal and regulatory matters, including environmental regulations, inherent limitations in insurance coverage, potential impairments of long-lived intangible assets, technological developments in our industry, and the impact of severe weather, particularly in the U.S. Gulf Coast. Newpark's filings with the Securities and Exchange Commission can be obtained at no charge at www.sec.gov, as well as through our website at www.newpark.com.

Newpark Resources, Inc.
Consolidated Statements of Operations

| (Unaudited) (In thousands, except per share data) | Three Months Ended | | |
|---|-----------------------|------------------|-----------------------|
| | September 30, 2011 | June 30, 2011 | September 30, 2010 |
| Revenues | \$ 261,193 | \$ 230,822 | \$ 179,278 |
| Cost of revenues | 201,272 | 178,911 | 145,224 |
| Selling, general and administrative expenses | 20,802 | 21,150 | 16,662 |
| Other operating income, net | (60) | (835) | (2,140) |
| Operating income | 39,179 | 31,596 | 19,532 |
| Foreign currency exchange loss (gain) | 485 | (468) | 1,184 |
| Interest expense, net | 2,464 | 2,100 | 3,278 |
| Income from operations before income taxes | 36,230 | 29,964 | 15,070 |
| Provision for income taxes | 13,233 | 10,684 | 6,836 |
| Net income | <u>\$ 22,997</u> | <u>\$ 19,280</u> | <u>\$ 8,234</u> |
| Income per common share — basic | \$ 0.25 | \$ 0.21 | \$ 0.09 |
| Income per common share — diluted | \$ 0.23 | \$ 0.19 | \$ 0.09 |
| Calculation of Diluted EPS: | | | |
| Net income | \$ 22,997 | \$ 19,280 | \$ 8,234 |
| Assumed conversion of Senior Notes | 1,236 | 1,241 | — |
| Adjusted net income | <u>\$ 24,233</u> | <u>\$ 20,521</u> | <u>\$ 8,234</u> |
| Weighted average number of common shares outstanding-basic | 90,212 | 89,791 | 89,334 |
| Add: Dilutive effect of stock options and restricted stock awards | 1,025 | 1,061 | 1,223 |
| Dilutive effect of Senior Notes | 15,682 | 15,682 | — |
| Diluted weighted average number of common shares outstanding | <u>106,919</u> | <u>106,534</u> | <u>90,557</u> |
| Income per common share — diluted | <u>\$ 0.23</u> | <u>\$ 0.19</u> | <u>\$ 0.09</u> |

Newpark Resources, Inc.
Operating Segment Results

| (Unaudited) (In thousands) | Three Months Ended | | |
|---------------------------------|-----------------------|-------------------|-----------------------|
| | September 30, 2011 | June 30, 2011 | September 30, 2010 |
| Revenues | | | |
| Fluids systems and engineering | \$ 216,160 | \$ 191,205 | \$ 148,140 |
| Mats and integrated services | 30,179 | 27,793 | 18,186 |
| Environmental services | 14,854 | 11,824 | 12,952 |
| Total revenues | <u>\$ 261,193</u> | <u>\$ 230,822</u> | <u>\$ 179,278</u> |
| Operating income (loss) | | | |
| Fluids systems and engineering | \$ 25,648 | \$ 20,792 | \$ 11,845 |
| Mats and integrated services | 14,509 | 14,730 | 8,592(1) |
| Environmental services | 4,958 | 2,980 | 3,944 |
| Corporate office | (5,936) | (6,906) | (4,849) |
| Total operating income | <u>\$ 39,179</u> | <u>\$ 31,596</u> | <u>\$ 19,532</u> |
| Segment operating margin | | | |
| Fluids systems and engineering | 11.9% | 10.9% | 8.0% |
| Mats and integrated services | 48.1% | 53.0% | 47.2% |
| Environmental services | 33.4% | 25.2% | 30.5% |

(1) Includes \$2.2 million of income reflecting proceeds from the settlement of a lawsuit.

Newpark Resources, Inc.
Consolidated Balance Sheets

| (Unaudited) (In thousands, except share data) | September 30, 2011 | December 31, 2010 |
|---|-----------------------|----------------------|
| ASSETS | | |
| Cash and cash equivalents | \$ 62,902 | \$ 83,010 |
| Receivables, net | 253,595 | 196,799 |
| Inventories | 156,445 | 123,028 |
| Deferred tax asset | 13,230 | 27,654 |
| Prepaid expenses and other current assets | 17,052 | 10,036 |
| Total current assets | 503,224 | 440,527 |
| Property, plant and equipment, net | 228,866 | 212,655 |
| Goodwill | 74,881 | 62,307 |
| Other intangible assets, net | 21,908 | 13,072 |
| Other assets | 7,863 | 8,781 |
| Total assets | <u>\$ 836,742</u> | <u>\$ 737,342</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Short-term debt | \$ 1,635 | \$ 1,606 |
| Accounts payable | 94,672 | 66,316 |
| Accrued liabilities | 51,015 | 43,234 |
| Total current liabilities | 147,322 | 111,156 |
| Long-term debt, less current portion | 172,908 | 172,987 |
| Deferred tax liability | 36,526 | 31,549 |
| Other noncurrent liabilities | 4,332 | 4,303 |
| Total liabilities | 361,088 | 319,995 |
| Common stock, \$0.01 par value, 200,000,000 shares authorized 93,937,660 and 93,143,102 shares issued, respectively | 939 | 931 |
| Paid-in capital | 474,043 | 468,503 |
| Accumulated other comprehensive income | 3,605 | 8,581 |
| Retained earnings (deficit) | 13,097 | (45,034) |
| Treasury stock, at cost; 2,798,940 and 2,766,912 shares, respectively | (16,030) | (15,634) |
| Total stockholders' equity | 475,654 | 417,347 |
| Total liabilities and stockholders' equity | <u>\$ 836,742</u> | <u>\$ 737,342</u> |

Newpark Resources, Inc.
Consolidated Statements of Cash Flows

| (Unaudited) (In thousands) | Nine Months Ended September 30, | |
|---|--|------------------|
| | 2011 | 2010 |
| Cash flows from operating activities: | | |
| Net income | \$ 58,131 | \$ 26,856 |
| Adjustments to reconcile net income to net cash provided by (used in) operations: | | |
| Impairment charges | — | 225 |
| Depreciation and amortization | 21,162 | 20,382 |
| Stock-based compensation expense | 3,396 | 2,899 |
| Provision for deferred income taxes | 16,363 | 13,551 |
| Provision for doubtful accounts | 1,165 | 602 |
| Loss (gain) on sale of assets | 22 | (183) |
| Change in assets and liabilities: | | |
| Increase in receivables | (57,603) | (54,568) |
| Increase in inventories | (27,921) | (3,100) |
| Increase in other assets | (5,226) | (1,458) |
| Increase in accounts payable | 28,893 | 6,638 |
| (Decrease) increase in accrued liabilities and other | (3,655) | 14,264 |
| Net cash provided by operating activities | 34,727 | 26,108 |
| Cash flows from investing activities: | | |
| Capital expenditures | (28,136) | (7,412) |
| Business acquisition, net of cash acquired | (26,775) | — |
| Proceeds from sale of property, plant and equipment | 434 | 1,161 |
| Net cash used in investing activities | (54,477) | (6,251) |
| Cash flows from financing activities: | | |
| Borrowings on lines of credit | 5,891 | 133,121 |
| Payments on lines of credit | (5,754) | (155,726) |
| Proceeds from employee stock plans | 1,768 | 3,559 |
| Purchase of treasury stock | (599) | (153) |
| Post-closing payment for business acquisition | (2,055) | — |
| Other financing activities | (147) | (342) |
| Net cash used in financing activities | (896) | (19,541) |
| Effect of exchange rate changes on cash | 538 | 252 |
| Net (decrease) increase in cash and cash equivalents | (20,108) | 568 |
| Cash and cash equivalents at beginning of period | 83,010 | 11,534 |
| Cash and cash equivalents at end of period | <u>\$ 62,902</u> | <u>\$ 12,102</u> |

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