
**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): November 20, 2009

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 7.01 Regulation FD Disclosure.

On November 20, 2009, James E. Braun, Vice President and Chief Financial Officer of Newpark Resources, Inc. (“Newpark”), presented the information furnished in Exhibit 99.1 at the New York Emerging Growth Institutional Investor Conference II. 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 at the New York Emerging Growth Institutional Investor Conference II.

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: November 20, 2009

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation at the New York Emerging Growth Institutional Investor Conference II.



Newpark Resources Presentation

November 2009

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, as well as through our website at www.newpark.com.

Company Overview



▶ Specialized provider of:

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

▶ Customers:

- ▶ Oil and Gas Industry

▶ Key geographic markets:

- ▶ North America
- ▶ North Africa
- ▶ Eastern Europe
- ▶ Brazil

First Nine Months 2009
Revenue \$355 million



■ Fluids Systems & Engineering	83%
■ Environmental Services	10%
■ Well Site Construction	7%

Drilling Fluids – Market Share



- ▶ Our worldwide market share has grown to 8% from 6% just four years ago
- ▶ Growth has come with independents, major international oil companies and national oil companies



2004 Worldwide Fluids Market

\$4.6 billion market size



2008 Worldwide Fluids Market

\$9.1 billion market size

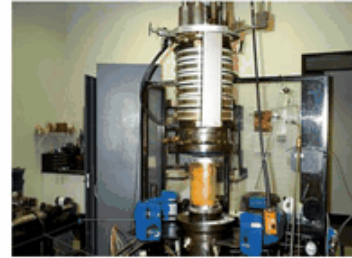


Source: Spears & Associates 2009



► **Focused on providing customized solutions for E&P operators to improve their drilling economics**

- Off-shore - Deepwater & Shelf
- Land – Conventional & Unconventional Formations



► **Proprietary & Patented Technology**

- High Performance Water Based Systems
- High Performance Synthetic Based Systems
- Traditional & Hybrid Oil Based Systems



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 14% share of U.S. markets served in 2009¹
- ▶ Approximately 20% share of the U.S. shale markets¹



¹ Source: Company estimate

Fluids Systems and Engineering Expanding Internationally



- ▶ **Targeted growth markets**
 - ▶ Italy, Algeria, Libya & Tunisia
 - ▶ Brazil: Petrobras & IOC's
 - ▶ New market opportunities: Turkey, Egypt and the Middle East
- ▶ **Recent "landmark" events**
 - ▶ Petrobras deepwater contract
 - ▶ Two successful wells in Black Sea
 - ▶ Offshore work in Libya with IOC's & NOC
- ▶ **FY08 Revenue Mix: 80% North America, 20% international**
 - ▶ First nine months of 2009 international revenue at 33%



■ Core Operating Countries ■ Short-term Growth ■ Long-term Growth

International Revenues



Penetrating Brazilian Offshore Market



▶ Brazilian fluids plant operational in September 2008

- ▶ Capacity expansion completed in 2009 to support IOCs
- ▶ 2nd largest fluids capacity in Brazil

▶ Workforce of 127 people, primarily Brazilians and 3rd country nationals

▶ Contracts with Petrobras, XOM, Maersk and Alvarado

▶ Q3 revenues of \$9 million



Environmental Services



▶ Processes and disposes of E&P waste

- ▶ Non-hazardous oilfield waste
- ▶ Naturally occurring radioactive material
- ▶ Non-hazardous industrial waste

▶ Leading market position in U.S. Gulf Coast

- ▶ Uses low pressure injection technology
- ▶ Waste disposed into unique geological structures underground

▶ Has remained profitable during the downturn

Environmental Services Revenues





Well Site Services

▶ Market areas some of hardest hit during this downturn

- ▶ South Louisiana rig count is significantly reduced

▶ Aggressively moved to reduce people and costs

- ▶ 55% headcount reduction over past 12 months
- ▶ Closed North Louisiana site construction business

Well Site Construction Revenues



Composite Mat Sales & Rentals

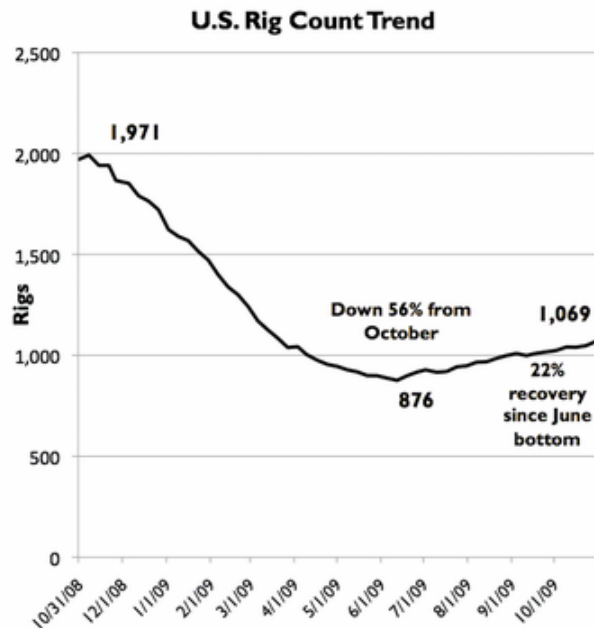
▶ Redeployed mats to U.K. for rent in utility industry

- ▶ 4,000 mats in U.K. with strong utilization

Operational Highlights



- ▶ **Quickly responded to weak North American market conditions**
 - ▶ Aggressively cut costs to survive during 1st half of 2009
- ▶ **Lean North American organization well-positioned to capitalize on recovery**
- ▶ **Positioned for further growth in international businesses**
 - ▶ Mediterranean revenues remain stable
 - ▶ Brazil revenues beginning to ramp up



Source: Baker Hughes



► Turn around operating performance

- ▶ Total revenues of \$118 million in Q3 2009 versus \$110 million in Q2 2009, 8% increase
- ▶ Breakeven net income in Q3 versus 10¢ per share loss in Q2 2009
- ▶ Quarter included \$2.3 million of business interruption insurance proceeds

► Improved cash flow performance

- ▶ All segments cash flow positive; only Mats had operating loss.
- ▶ \$10 million debt reduction during the quarter
- ▶ Complied with financial covenants for the quarter

► Fluids Systems and Engineering

- ▶ Market share recovery in U.S. market
- ▶ International presence expanding
 - Mediterranean revenues remain stable
 - Brazil saw strong revenue growth from new contracts

Capital Structure

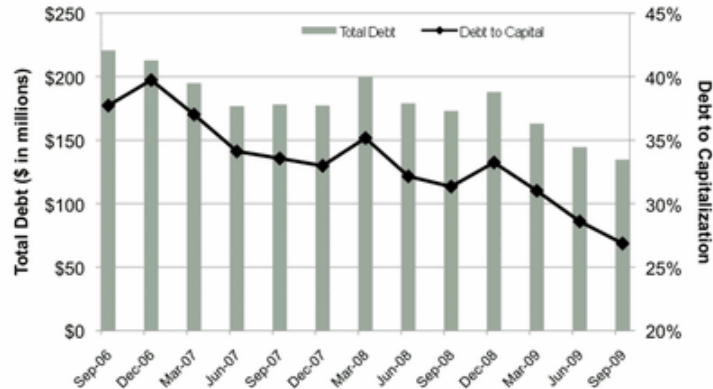


- ▶ **Continued debt reduction from balance sheet liquidation; \$53 million debt reduction YTD 2009**
- ▶ **Executed waiver and amendment to existing revolving credit facility**
- ▶ **No significant near-term debt maturities: \$10 million per year next four years**

Capital Structure – September 30, 2009

\$ in millions

Revolver	\$ 85.0
Term Loan	40.0
Other	9.9
Total Debt	134.9
Equity	367.3
Total Capitalization	\$ 502.2
Debt / Capitalization	26.9%



Credit Agreement Changes



- ▶ **Following the amendment, we were in compliance with all covenants at September 30, 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

- ▶ Q3 Actual 2.89 : 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

- ▶ Q3 Actual 1.65 : 1.00

- ▶ **Financial covenant calculations will use annualized results rather than trailing four quarters until March 31, 2010**

Credit Agreement Changes



- ▶ Although revolver commitment was reduced from \$175 million to \$150 million, availability at September 30, 2009 was \$61 million
- ▶ Amended the pricing grid (in basis points) as illustrated below (current pricing at level 2) :

		Margin for		
Level	Total Debt/EBITDA	Eurodollar	ABR	Commitment Fee
1	Less than 2.50 :1.00	400	300	50
2	2.50 to 2.99 :1.00	425	325	50
3	3.00 to 3.49 :1.00	500	400	50
4	3.50 to 3.99 :1.00	650	550	50
5	Greater than 3.99 :1.00	750	650	50



- ▶ **We believe the worst is behind us**
- ▶ **Improving results in all three segments**
- ▶ **The North American market appears to have stabilized and is starting to recover**
 - ▶ Pace of recovery will be driven by natural gas prices, storage levels and demand
 - ▶ Shale plays should experience above mean growth
 - ▶ Pricing, while firmer, not expected to increase
- ▶ **Our international markets expected to continue to be robust**
 - ▶ Activity in Brazil continues to ramp up, although lumpy at times
 - ▶ Mediterranean business solid with growth in new, select markets
 - ▶ Evaluating new markets for continued growth

Appendix



Financials



Newpark Resources, Inc. Consolidated Statements of Operations

(Unaudited)	Three Months Ended			Nine Months Ended	
	September 30, 2009	June 30, 2009	September 30, 2008	September 30, 2009	September 30, 2008
(In thousands, except per share data)					
Revenues	\$ 118,208	\$ 109,599	\$ 226,184	\$ 354,745	\$ 631,417
Cost of revenues	103,985	103,906	184,401	332,442	514,695
Selling, general and administrative expenses	14,676	15,652	23,849	45,519	60,194
Other (income) expense, net	(2,691)	(37)	(305)	(2,753)	(342)
Operating income (loss)	2,238	(9,922)	18,239	(20,463)	56,870
Foreign currency exchange (gain) loss	(1,011)	(590)	36	(1,572)	133
Interest expense, net	3,361	1,600	2,499	6,611	8,375
(Loss) income from continuing operations before income taxes	(112)	(10,932)	15,704	(25,502)	48,362
Provision for income taxes	(314)	(2,145)	5,115	(4,913)	16,291
Income (loss) from continuing operations	202	(8,787)	10,589	(20,589)	32,071
Loss from discontinued operations, net of tax	-	-	(171)	-	(300)
Net income (loss)	\$ 202	\$ (8,787)	\$ 10,418	\$ (20,589)	\$ 31,771
Basic weighted average common shares outstanding	88,544	88,514	88,682	88,469	89,227
Diluted weighted average common shares outstanding	88,655	88,514	89,109	88,469	89,569
Income (loss) per common share - basic:					
Income (loss) from continuing operations	\$ -	\$ (0.10)	\$ 0.12	\$ (0.23)	\$ 0.36
Loss from discontinued operations	-	-	-	-	-
Net income (loss) per common share	\$ -	\$ (0.10)	\$ 0.12	\$ (0.23)	\$ 0.36
Income (loss) per common share - diluted:					
Income (loss) from continuing operations	\$ -	\$ (0.10)	\$ 0.12	\$ (0.23)	\$ 0.36
Loss from discontinued operations	-	-	-	-	(0.01)
Net income (loss) per common share	\$ -	\$ (0.10)	\$ 0.12	\$ (0.23)	\$ 0.35

NYSE: NR

Newpark Resources, Inc.

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Financials



Newpark Resources, Inc.
Consolidated Balance Sheets

(In thousands, except share data)	September 30, 2009	December 31, 2008
	(Unaudited)	
ASSETS		
Cash and cash equivalents	\$ 6,299	\$ 8,252
Receivables, net	108,287	211,366
Inventories	123,299	149,304
Deferred tax asset	8,887	22,809
Prepaid expenses and other current assets	10,365	11,062
Total current assets	<u>257,137</u>	<u>402,793</u>
Property, plant and equipment, net	228,875	226,627
Goodwill	62,186	60,268
Deferred tax asset, net	7,126	707
Other intangible assets, net	16,995	18,940
Other assets	5,493	4,344
Total assets	<u>\$ 577,812</u>	<u>\$ 713,679</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Foreign bank lines of credit	\$ 8,437	\$ 11,302
Current maturities of long-term debt	10,593	10,391
Accounts payable	45,412	89,018
Accrued liabilities	25,984	38,946
Total current liabilities	<u>90,426</u>	<u>149,657</u>
Long-term debt, less current portion	115,885	166,461
Deferred tax liability	715	15,979
Other noncurrent liabilities	3,507	3,700
Total liabilities	<u>210,533</u>	<u>335,797</u>
Common stock, \$0.01 par value, 100,000,000 shares authorized 91,659,870 and 91,139,966 shares issued, respectively	917	911
Paid-in capital	459,331	457,012
Accumulated other comprehensive income	9,065	1,296
Retained deficit	(86,676)	(66,087)
Treasury stock, at cost; 2,710,133 and 2,646,409 shares, respectively	(15,358)	(15,250)
Total stockholders' equity	<u>367,279</u>	<u>377,882</u>
Total liabilities and stockholders' equity	<u>\$ 577,812</u>	<u>\$ 713,679</u>

Financials



Newpark Resources, Inc. Operating Segment Results

(Unaudited)	Three Months Ended		
(In thousands)	September 30, 2009	June 30, 2009	September 30, 2008
Revenues			
Fluids systems and engineering	\$ 99,421	\$ 89,642	\$ 188,975
Mats and integrated services	7,578	8,638	22,593
Environmental services	11,209	11,319	14,616
Total revenues	<u>\$ 118,208</u>	<u>\$ 109,599</u>	<u>\$ 226,184</u>
Operating income (loss)			
Fluids systems and engineering	\$ 2,541	\$ (1,722)	\$ 25,601
Mats and integrated services	(879)	(4,774)	1,131
Environmental services	4,070 (1)	1,385	1,874
Corporate office	(3,494)	(4,811)	(10,367)
Total operating income (loss)	<u>\$ 2,238</u>	<u>\$ (9,922)</u>	<u>\$ 18,239</u>
Segment operating margin			
Fluids systems and engineering	2.6%	(1.9%)	13.5%
Mats and integrated services	(11.6%)	(55.3%)	5.0%
Environmental services	36.3%	12.2%	12.8%

(1) Includes \$2.3 million of income reflecting proceeds from the settlement of business interruption insurance claims.

Financials



Newpark Resources, Inc. Consolidated Statements of Cash Flows

(Unaudited) (In thousands)	Nine Months Ended September 30,	
	2009	2008
Cash flows from operating activities:		
Net (loss) income	\$ (20,589)	\$ 31,771
Adjustments to reconcile net (loss) income to net cash provided by operations:		
Net loss from discontinued operations	-	300
Non-cash impairment charges	1,091	-
Depreciation and amortization	20,890	21,784
Stock-based compensation expense	2,262	4,034
Provision for deferred income taxes	(7,718)	12,157
Provision for doubtful accounts	2,357	1,752
Gain on sale of assets	(752)	(345)
Change in assets and liabilities:		
Decrease (increase) in receivables	103,397	(50,712)
Decrease (increase) in inventories	28,179	(6,913)
Increase in other assets	(551)	(3,462)
(Decrease) increase in accounts payable	(44,911)	10,270
(Decrease) increase in accrued liabilities and other	(13,890)	14,024
Net operating activities of continuing operations	69,765	34,660
Net operating activities of discontinued operations	-	2,352
Net cash provided by operating activities	69,765	37,012
Cash flows from investing activities:		
Capital expenditures	(17,219)	(16,937)
Proceeds from sale of property, plant and equipment	1,255	522
Net cash used in investing activities	(15,964)	(16,415)
Cash flows from financing activities:		
Net payments on lines of credit	(54,021)	(1,625)
Principal payments on notes payable and long-term debt	(299)	(2,116)
Proceeds from employee stock plans	104	1,897
Purchase of treasury stock	(212)	(15,093)
Net financing activities of continuing operations	(54,428)	(16,937)
Net financing activities of discontinued operations	-	(63)
Net cash used in financing activities	(54,428)	(17,000)
Effect of exchange rate changes on cash	(1,326)	1,578
Net (decrease) increase in cash and cash equivalents	(1,953)	5,175
Cash and cash equivalents at beginning of period	8,252	5,741
Cash and cash equivalents at end of period	\$ 6,299	\$ 10,916

NYSE: NR

Newpark Resources, Inc.

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Experienced Leadership



- ▶ **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 Newport's Board of Directors and was appointed its Chief Executive Officer in March 2006. In June 2006, Mr. Howes also was appointed as Newport'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 Newport in October 2006 as its Vice President and Chief Financial Officer. Before joining Newport, 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 Newport 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.

Management Biographies



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.