

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 12, 2014**

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.)

9320 Lakeside Blvd., Suite 100
The Woodlands, TX
(Address of principal executive offices)

77381
(Zip Code)

Registrant's telephone number, including area code: **(281) 362-6800**

2700 Research Forest Drive, Suite 100, The Woodlands, Texas 77381
(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 240.13a-4(c))
-

Item 7.01 Regulation FD Disclosure.

Newpark Resources, Inc. (“Newpark”) has prepared presentation materials (the “Presentation Materials”) that management intends to use from time to time after November 11, 2014 in presentations about Newpark’s operations and performance. Newpark 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 Newpark and its business.

The information contained in the Presentation Materials is summary information that should be considered in the context of Newpark’s filings with the Securities and Exchange Commission and other public announcements that Newpark 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 Newpark 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, Newpark 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 Newpark’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 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

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: November 12, 2014

By: /s/ Gregg S. Piontek

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation Materials.



Newpark Resources Presentation

November 2014

NYSE: NR

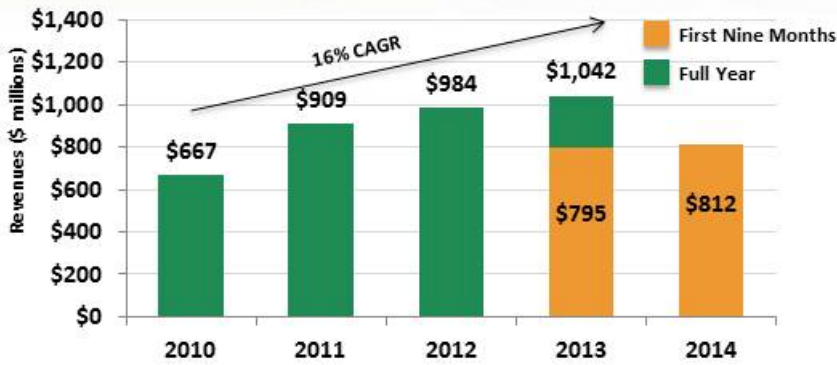


FORWARD LOOKING STATEMENTS

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 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, 2013, 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 execute our business strategy and make successful business acquisitions and capital investments, operating hazards inherent in the oil and natural gas industry, our international operations, the availability of raw materials and skilled personnel, the impact of restrictions on offshore drilling activity, our customer concentration and cyclical nature of our industry, our market competition, the cost and continued availability of borrowed funds, legal and regulatory matters, including environmental regulations, inherent limitations of 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.

COMPANY OVERVIEW

Consolidated Revenues



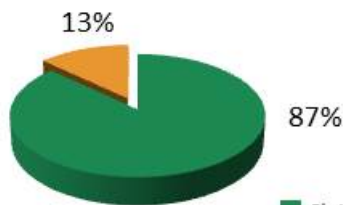
- **Operating Segments:**
 - Fluids Systems
 - Mats and Integrated Services

- **Customers:**
 - Oil and Gas Industry

- **Key geographic markets:**

- North America
- EMEA
- Latin America
- Asia Pacific

Revenue by Segment*



Operating Income by Segment*



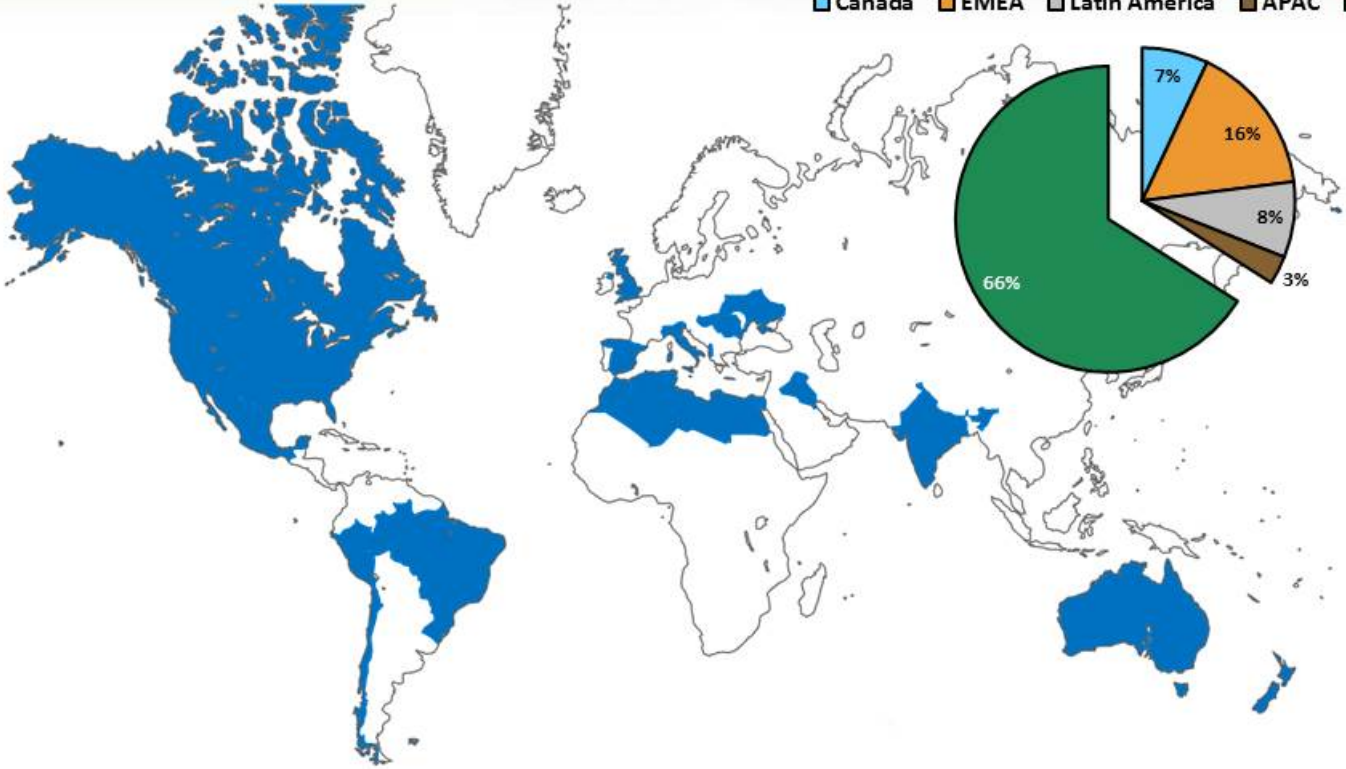
■ Fluids Systems
■ Mats and Integrated Services

*First nine months 2014, excluding Corporate Office

GLOBAL PRESENCE

2014 Revenue by Region - \$812 million

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



STRATEGIC DRIVERS – TECHNOLOGY

- **Driving to be the recognized technology leader in each of our business units**
- **Fluids Systems**
 - Our Evolution[®] family of high-performance water-based systems introduced in 2010
 - New worldwide technology center opened in June 2013
- **Mats & Integrated Services**
 - DURA-BASE[®] composite mat system provides superior well-site surface and environmental protection
 - Spill Containment System (patent pending) to be launched in November 2014





NEWPARK

STRATEGIC DRIVERS – INTERNATIONAL EXPANSION

- **International expansion is key to our strategy**
 - Stability of revenue; longer term contracts
 - Mostly IOC's and NOC's
 - Fewer Competitors
 - Key contract start-ups in 2014:
 - Kuwait Oil Company
 - Black Sea contract with a Super Major
 - Cairn in India
 - Two recent multi-year contract awards scheduled to start in 2015:
 - ENI, Offshore Libya
 - Egypt land operations



STRATEGIC DRIVERS – CUSTOMER SUPPORT



- Focused on backing our leading technology with superior customer support
- Advanced training programs for fluid technicians continue to enhance product and service knowledge
- Strengthens customer relationships
- Consistently recognized by EnergyPoint Research, an independent customer service survey company

FLUIDS SYSTEMS - OVERVIEW

Total Segment Revenues

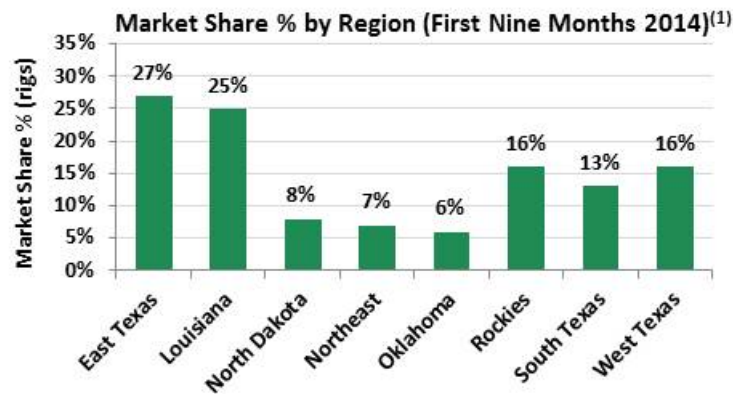


*Based on company data

- **Largest independent drilling fluids provider**
 - 3rd largest drilling fluids company worldwide*
- **Leading the industry in the development of new fluids technology**
- **Expanding activities with IOC's/NOC's**
 - Leveraging relationships globally
- **Investing in growth opportunities**
 - Gaining market share in NAM while expanding footprint internationally

FLUIDS SYSTEMS – NORTH AMERICA

North American Revenues



⁽¹⁾ Based on company data



- Serves most North American basins
- Approximately 13%⁽¹⁾ share of total U.S. market in 2014
- First half 2014 revenue negatively impacted by two key customers and exit of completion services business; Q3 2014 back above prior year levels

FLUIDS SYSTEMS – EMEA

➤ Core Markets

➤ Algeria, Romania, Italy, Tunisia, Libya

➤ 2014 benefiting from new contracts in the Black Sea, Kuwait and India

➤ Recent contract awards in offshore Libya and Egypt to begin in 2015



EMEA Revenues





NEWPARK

FLUIDS SYSTEMS – LATIN AMERICA

- 2007 entry in Brazil helped establish Newpark in Deepwater market
- Focus on proprietary products such as DeepDrill®, water-based technology
- Selectively reducing exposure to Petrobras while preserving ability to pursue IOC opportunities longer-term



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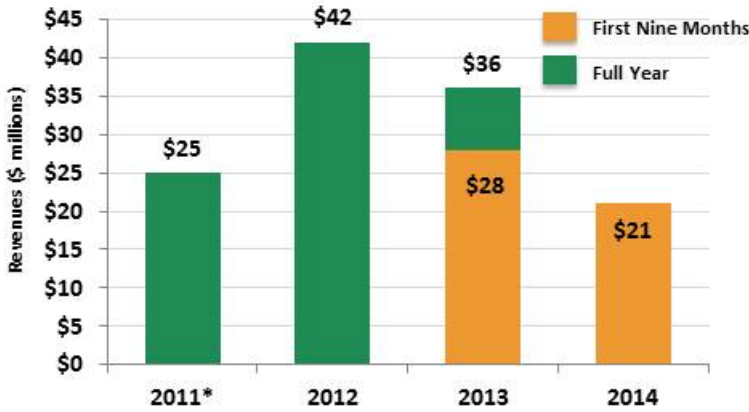


FLUIDS SYSTEMS – ASIA PACIFIC

- 2011 acquisition provided entry in the APAC region
- Looking to further penetrate market with Evolution System
- Activity levels soft in 2014, expecting modest recovery in 2015



Asia Pacific Revenues



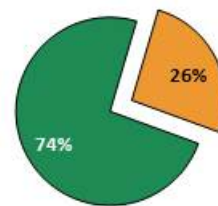
*Business acquired in April 2011

EVOLUTION TECHNOLOGY

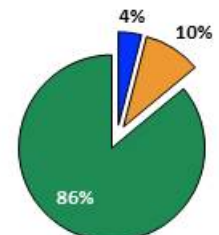
- Evolution system continues to demonstrate superior drilling performance
- Patent covering Evolution System issued in January 2014
- Premium margin compared to traditional fluid systems
- Investing in new chemical blend plant and distribution warehouse for Evolution and other proprietary products



Revenue Mix - 2014



Evolution by Region - 2014



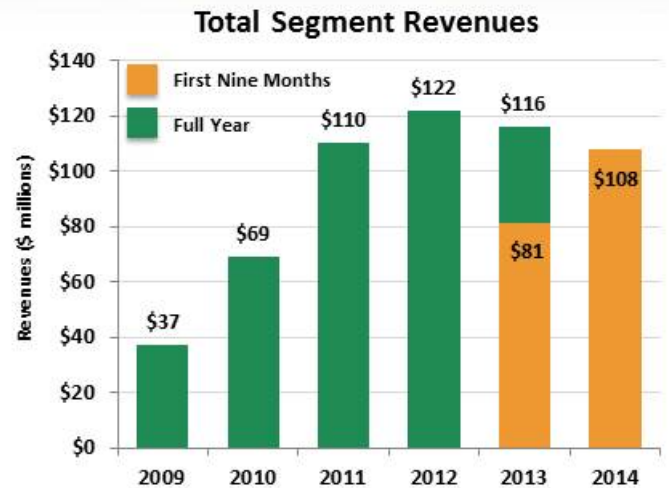
EXPANSION INTO DEEPWATER GOM

- **Foundation established in Brazil**
 - Recently expanded into Black Sea
- **Looking to leverage our experience globally, starting in Gulf of Mexico**
 - Approximately \$800M drilling fluids market*
 - Expected growth over the next 3-5 years
 - Limited presence historically
- **Investing \$30M in infrastructure in Fourchon, LA shore base to upgrade capabilities and significantly expand capacity**
 - Project expected to be completed in late 2015

*Based on company data

MATS & INTEGRATED SERVICES

- **Leading provider in composite matting products**
- **Reduces operator's costs and improves environmental protection during drilling and completion phase**
- **Patented technology has elevated barriers to entry**
- **Seeking to accelerate growth by expanding into new markets**
 - **Manufacturing expansion coming on-line in Q1 2015 will nearly double production capacity**



ExxonMobil

Xcel Energy

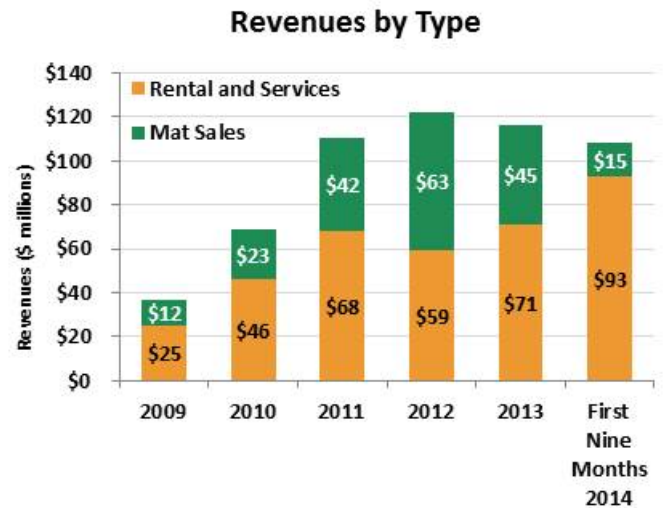


Cabot Oil & Gas Corporation

Anadarko
Petroleum Corporation

MATS & INTEGRATED SERVICES

- Revenues include rentals and sale of DURA-BASE composite mats
 - Mat sales targeted to international E&P customers and domestic customers outside of the oil and gas industry
- Manufacturing capacity limited until expansion completed
 - Allocation for mat sales has been limited by strong demand in rental
 - Rental business expanding beyond the U.S. following December 2013 acquisition in U.K.
- Expanding markets within North America including recent entry into utility and pipeline





NEWPARK

DURA-BASE SPILL CONTAINMENT SYSTEM

- **Enhancement of the DURA-BASE technology introduces sealing technology to contain spills on the mat surface**
- **Applications include drilling and completions phase**
- **Formal launch in November 2014**



FINANCIAL SUMMARY

Revenue and EBITDA Margin*



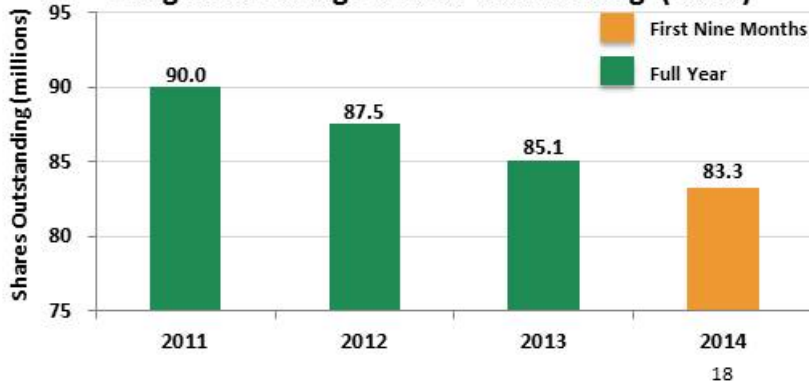
*Reflects reported operating income plus depreciation and amortization expense, as a percent of consolidated revenues

➤ Recent improvements in EBITDA margin driven by ongoing efforts to improve sales and product mix

➤ Utilizing share repurchase programs to reduce outstanding share count

➤ Executed \$107 million of share re-purchases, since 2012 (average price of \$8.86 per share)

Weighted Average Shares Outstanding (Basic)



SUMMARY

- **Differentiating through technology and driving operational efficiency**
 - Evolution family of high-performance water based fluid systems
 - DURA-BASE composite mat systems

- **Investing in future growth**
 - Fluids deepwater market penetration
 - Mats manufacturing expansion

- **Expanding global footprint**

- **Maintaining capital discipline**

APPENDIX



CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)	Three Months Ended			Nine Months Ended	
	September 30, 2014	June 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
(In thousands, except per share data)					
Revenues	\$ 296,964	\$ 272,466	\$ 268,132	\$ 812,254	\$ 795,431
Cost of revenues	228,661	214,711	218,864	639,932	654,309
Selling, general and administrative expenses	28,754	27,981	23,846	82,258	69,545
Other operating expense (income), net	117	(2,042)	(223)	(1,941)	(525)
Operating income	39,432	31,816	25,645	92,005	72,102
Foreign currency exchange loss (gain)	1,221	(1,805)	975	(530)	1,082
Interest expense, net	2,321	2,830	2,728	8,071	8,030
Income from continuing operations before income taxes	35,890	30,791	21,942	84,464	62,970
Provision for income taxes	12,398	10,462	6,511	28,901	20,813
Income from continuing operations	23,492	20,329	15,431	55,563	42,157
Income from discontinued operations, net of tax	-	-	3,329	1,152	9,642
Gain from disposal of discontinued operations, net of tax	-	-	-	22,117	-
Net income	<u>\$ 23,492</u>	<u>\$ 20,329</u>	<u>\$ 18,760</u>	<u>\$ 78,832</u>	<u>\$ 51,799</u>
Income per common share -basic:					
Income from continuing operations	\$ 0.29	\$ 0.24	\$ 0.18	\$ 0.67	\$ 0.50
Income from discontinued operations	-	-	0.04	0.28	0.11
Net income	<u>\$ 0.29</u>	<u>\$ 0.24</u>	<u>\$ 0.22</u>	<u>\$ 0.95</u>	<u>\$ 0.61</u>
Income per common share -diluted:					
Income from continuing operations	\$ 0.25	\$ 0.21	\$ 0.16	\$ 0.59	\$ 0.45
Income from discontinued operations	-	-	0.04	0.23	0.09
Net income	<u>\$ 0.25</u>	<u>\$ 0.21</u>	<u>\$ 0.20</u>	<u>\$ 0.82</u>	<u>\$ 0.54</u>



OPERATING SEGMENT RESULTS

(Unaudited)	Three Months Ended		
(In thousands)	September 30, 2014	June 30, 2014	September 30, 2013
Revenues			
Fluids systems	\$ 251,234	\$ 241,386	\$ 233,020
Mats and integrated services	45,730	31,080	35,112
Total revenues	<u>\$ 296,964</u>	<u>\$ 272,466</u>	<u>\$ 268,132</u>
Operating income (loss)			
Fluids systems	\$ 27,756	\$ 27,571	\$ 17,140
Mats and integrated services	20,541	13,653	15,345
Corporate office	(8,865)	(9,408)	(6,840)
Total operating income	<u>\$ 39,432</u>	<u>\$ 31,816</u>	<u>\$ 25,645</u>
Segment operating margin			
Fluids systems	11.0%	11.4%	7.4%
Mats and integrated services	44.9%	43.9%	43.7%



CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands, except share data)	September 30, 2014	December 31, 2013
ASSETS		
Cash and cash equivalents	\$ 41,390	\$ 65,840
Receivables, net	331,109	268,529
Inventories	198,140	189,680
Deferred tax assets	9,054	11,272
Prepaid expenses and other current assets	17,082	11,016
Assets of discontinued operations	-	13,103
Total current assets	596,775	559,440
Property, plant and equipment, net	273,565	217,010
Goodwill	92,876	94,064
Other intangible assets, net	18,942	25,900
Other assets	4,947	6,086
Assets of discontinued operations	-	65,817
Total assets	\$ 987,105	\$ 968,417
LIABILITIES AND STOCKHOLDERS' EQUITY		
Short-term debt	\$ 8,802	\$ 12,867
Accounts payable	94,763	88,586
Accrued liabilities	57,385	46,341
Liabilities of discontinued operations	-	5,957
Total current liabilities	160,950	153,751
Long-term debt, less current portion	172,499	172,786
Deferred tax liabilities	31,591	27,060
Other noncurrent liabilities	12,449	11,026
Liabilities of discontinued operations	-	22,740
Total liabilities	377,489	387,363
Commitments and contingencies		
Common stock, \$0.01 par value, 200,000,000 shares authorized and 99,186,913 and 98,030,839 shares issued, respectively	992	980
Paid-in capital	517,649	504,675
Accumulated other comprehensive loss	(21,047)	(9,484)
Retained earnings	239,170	160,338
Treasury stock, at cost; 15,186,553 and 10,832,845 shares, respectively	(127,148)	(75,455)
Total stockholders' equity	609,616	581,054
Total liabilities and stockholders' equity	\$ 987,105	\$ 968,417

**NEWPARK**

CONSOLIDATED STATEMENTS OF CASH FLOW

<u>(Unaudited)</u> <u>(in thousands)</u>	<u>Nine Months Ended September 30,</u>	
	<u>2014</u>	<u>2013</u>
Cash flows from operating activities:		
Net income	\$ 78,832	\$ 51,799
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization	30,925	33,138
Stock-based compensation expense	9,092	6,954
Provision for deferred income taxes	(5,277)	(311)
Net provision for doubtful accounts	1,226	221
Gain on sale of a business	(33,974)	-
Gain on sale of assets	(1,351)	(437)
Excess tax benefit from stock-based compensation	(1,175)	(2,020)
Change in assets and liabilities:		
(Increase) decrease in receivables	(60,348)	1,210
(Increase) decrease in inventories	(11,973)	2,964
(Increase) decrease in other assets	(6,170)	828
Increase (decrease) in accounts payable	7,531	(11,832)
Increase in accrued liabilities and other	15,544	13,175
Net cash provided by operating activities	<u>22,882</u>	<u>95,689</u>
Cash flows from investing activities:		
Capital expenditures	(84,710)	(52,550)
Proceeds from sale of property, plant and equipment	3,144	1,248
Proceeds from sale of a business	89,766	-
Net cash provided by (used in) investing activities	<u>8,200</u>	<u>(51,302)</u>
Cash flows from financing activities:		
Borrowings on lines of credit	54,665	215,994
Payments on lines of credit	(58,897)	(243,141)
Other financing activities	(43)	(25)
Proceeds from employee stock plans	3,104	8,102
Purchases of treasury stock	(52,892)	(4,227)
Excess tax benefit from stock-based compensation	1,175	2,020
Net cash used in financing activities	<u>(52,888)</u>	<u>(21,277)</u>
Effect of exchange rate changes on cash	(2,644)	(547)
Net (decrease) increase in cash and cash equivalents	(24,450)	22,563
Cash and cash equivalents at beginning of year	<u>65,840</u>	<u>46,846</u>
Cash and cash equivalents at end of period	<u>\$ 41,390</u>	<u>\$ 69,409</u>



EXPERIENCED LEADERSHIP

- **Paul Howes** President & CEO
- **Gregg Piontek** VP & CFO
- **Mark Airola** SVP, GC & Admin Officer
- **Bruce Smith** President
Fluids Systems
- **Jeff Juergens** President
Mats & Integrated Services



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: 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 financial 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.

Jeffery L. Juergens, President Mats and Integrated Services : Jeff joined Newpark in October 2010 as President of Newpark Mats and Integrated Services and Newpark Environmental Services. Prior to joining Newpark, Mr. Juergens was the Chief Executive Officer of B&B Oilfield Services, an oilfield equipment manufacturing company which was acquired by Halliburton. Mr. Juergens has also held the position of Vice President, International Operations/Regional Manager with SPS International, a global company specializing in wellbore cleanup equipment and services, subsequently acquired by M-I Swaco.