
**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 9, 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 7.01 Regulation FD Disclosure.

On August 9, 2011, Paul L. Howes, President and Chief Executive Officer and James E. Braun, Senior Vice President and Chief Financial Officer of Newpark Resources, Inc. (“Newpark”), provided 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 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.

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 9, 2011

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

EXHIBIT INDEX

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



Newpark Resources Presentation

August 2011

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, its Quarterly Reports on Form 10-Q, as well as others, could cause results to differ materially from those stated. These risk factors include, but are not limited to, the impact of restrictions on offshore drilling activity in the Gulf of Mexico, our customer concentration, particularly in our Mats and Integrated Services segment, the 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, political and social unrest in North Africa and the Middle East, legal and regulatory matters, including environmental regulations, inherent limitations in insurance coverage, potential impairments of long-lived intangible assets, technological developments in our industry, the impact of severe weather, particularly in the U.S. Gulf Coast and our ability to successfully integrate the business acquired from Rheochem and to realize the anticipated benefits from the acquisition. 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
- ▶ Mats and Integrated Services
- ▶ Environmental Services

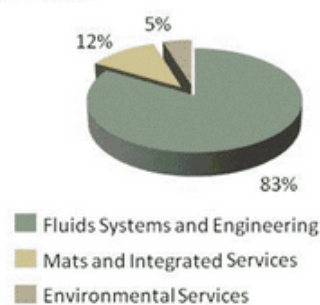
► Customers:

- ▶ Oil and Gas Industry

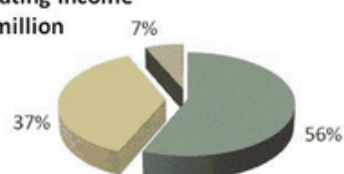
► Key geographic markets:

- ▶ North America
- ▶ North Africa
- ▶ Europe
- ▶ Brazil
- ▶ Asia Pacific

First Half 2011 Revenue
\$433 million



First Half 2011 Segment
Operating Income
\$71 million

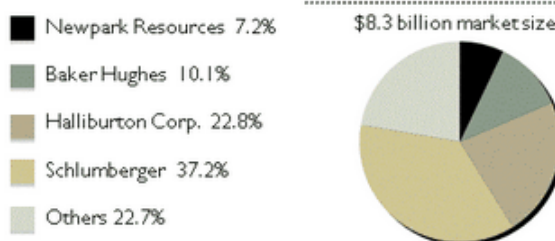


Drilling Fluids – Market Share

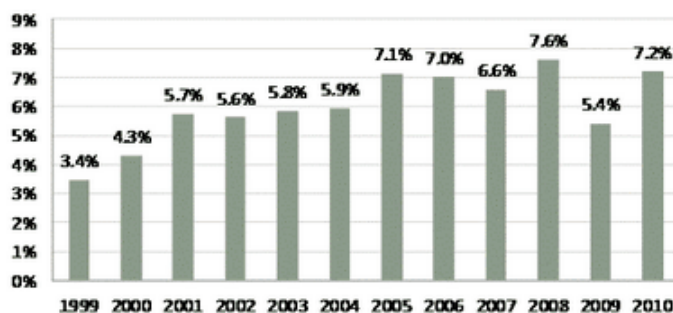


- ▶ **Our worldwide market share has demonstrated growth over the past decade**
- ▶ **Growth has been driven by independents, major international oil companies and national oil companies**
- ▶ **Market share was impacted by downturn in North America in 2009 but rebounded in 2010**

2010 Worldwide Fluids Market



Worldwide Fluids Market Share 1999 - 2010



Source: Spears & Associates - Oilfield Market Report, January 2011

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

- ▶ Offshore - Deepwater and Shelf
 - ▶ Completed in early 2011 an offshore well for a major IOC in over 7000 feet of water
- ▶ Land – Conventional and Unconventional Formations



▶ **Proprietary and Patented Technology**

- ▶ High Performance Water-Based Systems
- ▶ High Performance Synthetic-Based Systems
- ▶ Traditional and Hybrid Oil-Based Systems





- ▶ **New water based system, *Evolution*™, used successfully in the U.S. shale plays**
 - ▶ Yields improved rate of penetration; reduced operating expense (rig time and waste disposal)
 - ▶ Since beginning of 2010, 66 customers and more than 300 wells have used *Evolution*
 - ▶ Won 2010 *World Oil* magazine innovation award for “Best Drilling, Completions & Production Fluids”
 - ▶ Won Hart’s *E&P* magazine *Special Meritorious Award for Engineering Innovation*.
- ▶ **Newpark recognized in 2010 by EnergyPoint Research, an independent customer service survey company.**
 - ▶ Rated 1st in HS&E policies and practices
 - ▶ Rated 1st in drilling fluids products
 - ▶ Rated 1st in availability and delivery

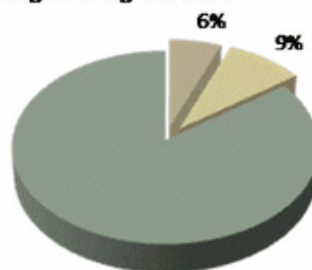


Customer Revenue Mix

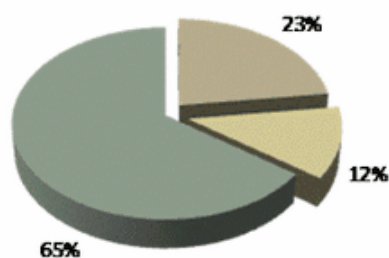


- ▶ Growth with IOC's and NOC's
- ▶ Results of strategic shift started in 2006
- ▶ Focus on IOC's and NOC's
- ▶ Why?
 - ▶ Less competition versus independents
 - ▶ Longer investment horizons (stability)
 - ▶ Longer-term contracts

2006 Fluids Systems & Engineering Revenue



2010 Fluids Systems & Engineering Revenue



■ NOC
■ IOC
■ Other

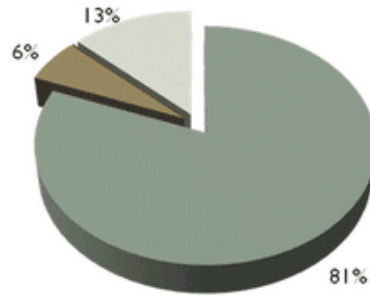


- ▶ **Focused on driving towards more balance between North American and International revenues**

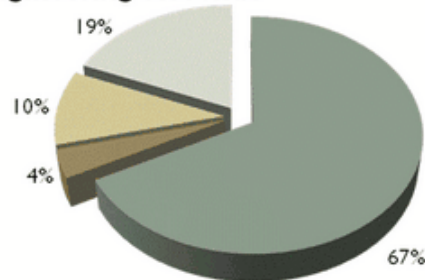
▶ Why?

- ▶ To provide more stability; balance between natural gas (North America) and oil (International)
- ▶ Longer investment horizons (stability)

2006 Fluids Systems & Engineering Revenue



2010 Fluids Systems & Engineering Revenue

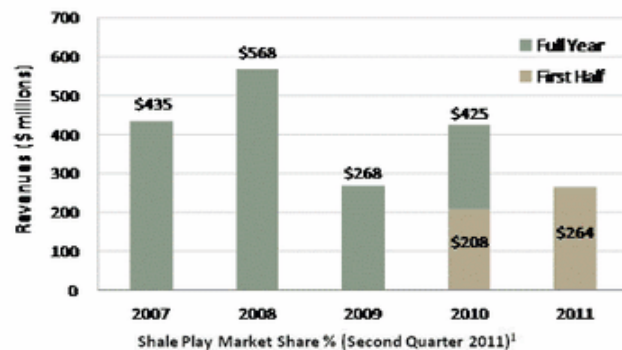


Fluids Systems and Engineering Scope of Operations - North America

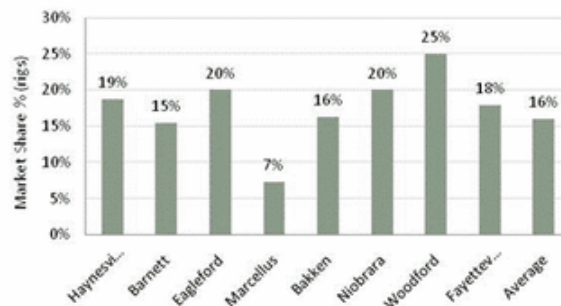


- ▶ Serves most all North American basins
- ▶ Approximately 15% share of total U.S. markets served in 2010, up from 14% in 2009¹
- ▶ Introduced Evolution™ for use in Barnett, Bakken, and Eagle Ford Shales; expanding into Marcellus
- ▶ Approximately 16% share of the U.S. shale markets¹

North American Revenues



Shale Play Market Share % (Second Quarter 2011)¹



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⁽¹⁾Source: Company estimates

Newpark Resources, Inc.

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Fluids Systems and Engineering Expanding Internationally



▶ Markets

- ▶ Italy, Algeria, Tunisia and Romania
- ▶ New market opportunities: Turkey, Egypt, Kurdistan (Iraq), Congo and the Middle East
- ▶ Brazil: Petrobras and IOCs; looking to expand in South America
- ▶ Rheochem acts as foundation for Asia Pacific expansion

- Core Operating Countries
- Long-term Growth Potential



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Penetrating Brazilian Offshore Market



- ▶ 2nd largest drilling fluids capacity in Brazil
- ▶ Customers include Petrobras, XOM, Maersk, Anadarko and Alvorada
- ▶ 2010 revenue of \$61 million, compared to \$26 million in 2009
 - ▶ \$37 million in first half 2011
- ▶ Taking steps to improve profitability
 - ▶ Expand work with IOCs
 - ▶ Focus on proprietary products such as DeepDrill



Rheochem Acquisition



▶ Acquisition of Rheochem drilling fluids business closed on April 21, 2011

- ▶ Australia
- ▶ New Zealand
- ▶ India

▶ Markets:

- ▶ Offshore
- ▶ Onshore
- ▶ Geothermal
- ▶ Coal Bed Methane

▶ Initial purchase price of \$26 million with earn out potential based on EBITDA up to \$22 million, at current exchange rates

▶ Contributed \$6.6 million in revenues on partial second quarter, 14% operating margin



Mats and Integrated Services



► Growth through new markets for mat rentals

- Northeast U.S.
- UK

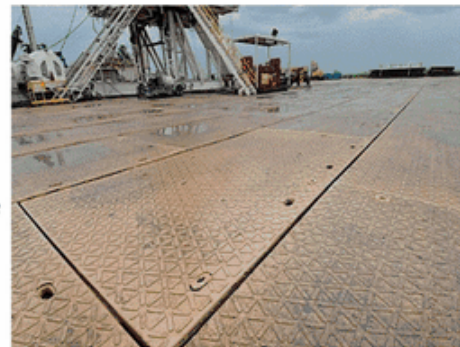
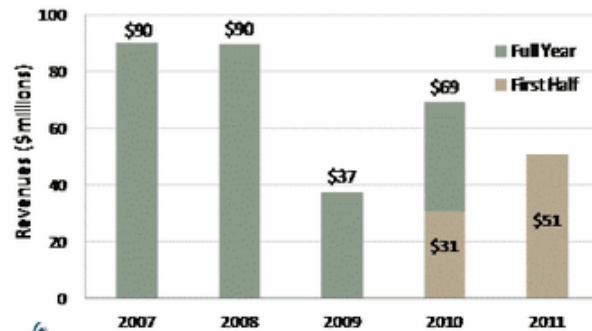
► New environmental applications drove growth in 2010 and 2011

- Use of composite mats to minimize adverse impacts of land drilling

► Near term reduction in revenues

- Largest customer reducing number of mats used on location - sequential reduction in revenues from second quarter of approximately \$6-\$7 million
- Segment operating margins expected to drop from Q2 2011 level of 53%, but to remain stronger than the 30% experienced in Q2 of 2010, when rental revenues were at a similar level

Mats and Integrated Services Revenues



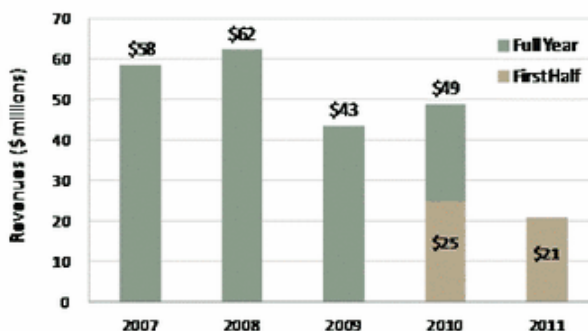
Environmental Services



- ▶ **Processes and disposes of E&P waste**
 - ▶ Non-hazardous oilfield waste
- ▶ **Leading market position in U.S. Gulf Coast**
 - ▶ Uses low pressure injection technology
 - ▶ Waste disposed into unique geological structures underground
- ▶ **Impacted by Gulf of Mexico Moratorium in 2010**
 - ▶ Recovery dependent on pace of permitting in the Gulf



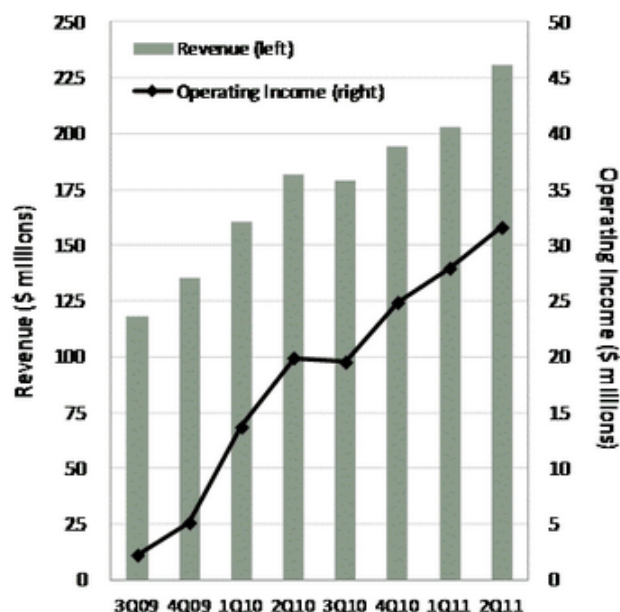
Environmental Services Revenues





► Operating performance

- ▶ Record revenues of \$231 million in Q2 2011, up 14% from Q1 2011 and 27% from a year ago
- ▶ EPS of 19¢ in Q2 compared to 16¢ in Q1 and 12¢ a year ago. Net income of \$19.3 million is highest reported quarterly net income in Newpark's history
- ▶ Fluids revenues in U.S. grew 22% on a 6% increase in rig count – grew market share to 16% in Q2.
- ▶ Mats revenues grew 21% driven by composite mat sales and Marcellus/Gulf Coast rentals.
- ▶ Environmental revenues increased 30% due to state and inland volumes as well as temporary flooding at a competitor's location.



Capital Structure



► Solid balance sheet

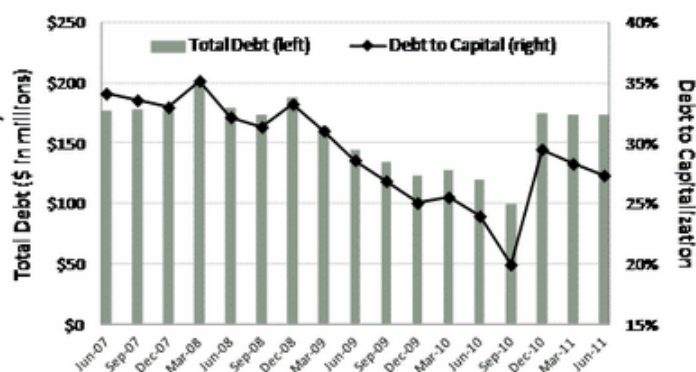
- ▶ Debt/Capitalization ratio of 27.3%
- ▶ Cash balances of \$64 million at June 30, 2011

Capital Structure - June 30, 2011

| \$ in millions | |
|------------------------------|-----------------|
| Convertible Senior Notes | \$ 172.5 |
| Other | 1.6 |
| Total Debt | 174.1 |
| Equity | 462.9 |
| Total Capitalization | \$ 637.0 |
| Debt / Capitalization | 27.3% |

► Convertible notes terms

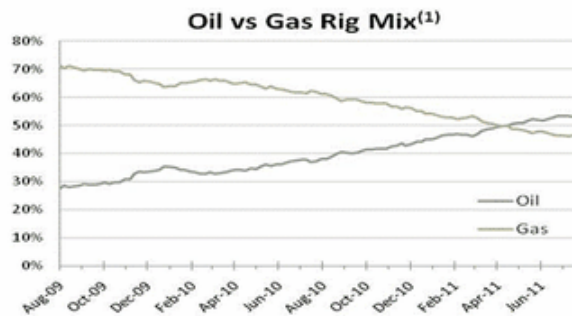
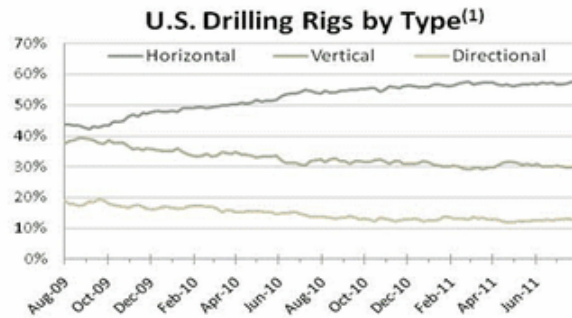
- ▶ Interest rate of 4%
- ▶ Conversion price of \$11.00 per share
- ▶ No financial covenants
- ▶ Matures 2017



Outlook



- ▶ **Oil & gas liquids expected to drive U.S. drilling activity in 2011**
 - ▶ We are participating in the move toward liquids
- ▶ **Evolution™ Technology**
 - ▶ Continue deploying across North America
- ▶ **Continue international growth - build on recent success in Brazil and Rheochem acquisition**
- ▶ **Work to re-deploy available mats to customers in other locations**
- ▶ **Return of drilling in the Gulf of Mexico should benefit our fluids and environmental services businesses**





Financials



Newpark Resources, Inc. Consolidated Statements of Operations

| (Unaudited) (In thousands, except per share data) | Three Months Ended | | |
|--|--------------------|-------------------|------------------|
| | June 30, 2011 | March 31, 2011 | June 30, 2010 |
| Revenues | \$ 230,822 | \$ 202,651 | \$ 181,352 |
| Cost of revenues | 178,911 | 159,002 | 145,299 |
| Selling, general and administrative expenses | 21,150 | 15,818 | 16,360 |
| Other operating income, net | (835) | (117) | (203) |
| Operating income | 31,596 | 27,948 | 19,896 |
| Foreign currency exchange (gain) loss | (468) | 323 | (1,213) |
| Interest expense, net | 2,100 | 2,257 | 2,228 |
| Income from operations before income taxes | 29,964 | 25,368 | 18,881 |
| Provision for income taxes | 10,684 | 9,514 | 8,041 |
| Net income | \$ 19,280 | \$ 15,854 | \$ 10,840 |
| Income per common share - basic | \$ 0.21 | \$ 0.18 | \$ 0.12 |
| Income per common share - diluted (1) | \$ 0.19 | \$ 0.16 | \$ 0.12 |

(1) In calculating diluted income per share amounts for the 2011 periods, after-tax interest expense attributable to convertible senior notes of \$1.2 million is added to net income and 15.682 million shares are included in diluted common shares outstanding.

Financials



Newpark Resources, Inc.
Consolidated Balance Sheets

(Unaudited)

| (In thousands, except share data) | June 30, 2011 | December 31, 2010 |
|--|-------------------|----------------------|
| ASSETS | | |
| Cash and cash equivalents | \$ 64,304 | \$ 83,010 |
| Receivables, net | 235,479 | 196,799 |
| Inventories | 134,238 | 123,028 |
| Deferred tax asset | 19,074 | 27,654 |
| Prepaid expenses and other current assets | 16,911 | 10,036 |
| Total current assets | <u>470,006</u> | <u>440,527</u> |
| Property, plant and equipment, net | 228,880 | 212,655 |
| Goodwill | 76,874 | 62,307 |
| Other intangible assets, net | 21,042 | 13,072 |
| Other assets | 8,231 | 8,781 |
| Total assets | <u>\$ 805,033</u> | <u>\$ 737,342</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Short-term debt | \$ 1,067 | \$ 1,606 |
| Accounts payable | 74,563 | 66,316 |
| Accrued liabilities | 52,757 | 43,234 |
| Total current liabilities | <u>128,387</u> | <u>111,156</u> |
| Long-term debt, less current portion | 172,987 | 172,987 |
| Deferred tax liability | 35,336 | 31,549 |
| Other noncurrent liabilities | 5,356 | 4,303 |
| Total liabilities | <u>342,066</u> | <u>319,995</u> |
| Common stock, \$0.01 par value, 200,000,000 shares authorized 93,902,191 and 93,143,102 shares issued, respectively | 939 | 931 |
| Paid-in capital | 472,487 | 468,503 |
| Accumulated other comprehensive income | 15,582 | 8,581 |
| Retained deficit | (9,900) | (45,034) |
| Treasury stock, at cost; 2,818,350 and 2,766,912 shares, respectively | <u>(16,141)</u> | <u>(15,634)</u> |
| Total stockholders' equity | <u>462,967</u> | <u>417,347</u> |
| Total liabilities and stockholders' equity | <u>\$ 805,033</u> | <u>\$ 737,342</u> |

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Newpark Resources, Inc.
Operating Segment Results

| (Unaudited) | Three Months Ended | | |
|---------------------------------|--------------------|-------------------|-------------------|
| | June 30, 2011 | March 31, 2011 | June 30, 2010 |
| (In thousands) | | | |
| Revenues | | | |
| Fluids systems and engineering | \$ 191,205 | \$ 170,467 | \$ 150,534 |
| Mats and integrated services | 27,793 | 23,063 | 16,981 |
| Environmental services | 11,824 | 9,121 | 13,837 |
| Total revenues | <u>\$ 230,822</u> | <u>\$ 202,651</u> | <u>\$ 181,352</u> |
| Operating income (loss) | | | |
| Fluids systems and engineering | \$ 20,792 | \$ 19,199 | \$ 15,164 |
| Mats and integrated services | 14,730 | 11,784 | 5,036 |
| Environmental services | 2,980 | 1,620 | 4,224 |
| Corporate office | (6,906) | (4,655) | (4,528) |
| Total operating income | <u>\$ 31,596</u> | <u>\$ 27,948</u> | <u>\$ 19,896</u> |
| Segment operating margin | | | |
| Fluids systems and engineering | 10.9% | 11.3% | 10.1% |
| Mats and integrated services | 53.0% | 51.1% | 29.7% |
| Environmental services | 25.2% | 17.8% | 30.5% |

Financials



Newpark Resources, Inc.
Consolidated Statements of Cash Flows

| (Unaudited) (In thousands) | Six Months Ended June 30, | |
|---|---------------------------|------------------|
| | 2011 | 2010 |
| Cash flows from operating activities: | | |
| Net income | \$ 35,134 | \$ 18,622 |
| Adjustments to reconcile net income to net cash provided by (used in) operations: | | |
| Non-cash impairment charge | - | 150 |
| Depreciation and amortization | 13,575 | 13,298 |
| Stock-based compensation expense | 2,065 | 1,930 |
| Provision for deferred income taxes | 9,997 | 9,402 |
| Net provision for doubtful accounts | 699 | 542 |
| Gain on sale of assets | (117) | (189) |
| Change in assets and liabilities: | | |
| Increase in receivables | (32,334) | (54,167) |
| Increase in inventories | (1,981) | (4,132) |
| Increase in other assets | (5,729) | (558) |
| Increase in accounts payable | 5,091 | 15,742 |
| (Decrease) increase in accrued liabilities and other | (5,273) | 7,162 |
| Net cash provided by operating activities | 21,127 | 7,802 |
| Cash flows from investing activities: | | |
| Capital expenditures | (16,842) | (5,995) |
| Business acquisition, net of cash acquired | (25,601) | - |
| Proceeds from sale of property, plant and equipment | 280 | 1,318 |
| Net cash used in investing activities | (42,163) | (4,677) |
| Cash flows from financing activities: | | |
| Borrowings on lines of credit | 2,256 | 99,027 |
| Payments on lines of credit | (2,629) | (100,782) |
| Proceeds from employee stock plans | 1,543 | 902 |
| Purchase of treasury stock | (998) | (153) |
| Other financing activities | (22) | (305) |
| Net cash provided by (used in) financing activities | 590 | (1,311) |
| Effect of exchange rate changes on cash | 1,780 | (1,135) |
| Net (decrease) increase in cash and cash equivalents | (18,706) | 679 |
| Cash and cash equivalents at beginning of period | 83,010 | 11,534 |
| Cash and cash equivalents at end of period | \$ 64,304 | \$ 12,213 |

Experienced Leadership



- ▶ **Paul Howes** President & CEO
- ▶ **Jim Braun** SVP & CFO
- ▶ **Mark Airola** SVP, GC & Admin Officer
- ▶ **Bruce Smith** President
Fluids Systems and Engineering
- ▶ **Jeff Juergens** President
Mats & Integrated Services & Environmental Services
- ▶ **Bill Moss** VP Corporate Strategy & Development

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.

James E. Braun, Sr. VP & CFO: Jim joined Newpark in October 2006 as its Vice President and Chief Financial Officer. Mr. Braun was named Senior Vice President in February of 2011. 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, 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. 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, Executive VP and 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.

Jeffery L. Juergens, President Mats and Integrated Services & Environmental 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 clean up equipment and services, subsequently acquired by M-I Swaco.

William D. Moss, VP Corporate Strategy & Development: Bill joined Newpark in June 2008 as President of 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.