

**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 28, 2016**

**NEWPARK RESOURCES, INC.**

(Exact name of registrant as specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-2960**  
(Commission  
File Number)

**72-1123385**  
(I.R.S. Employer  
Identification Number)

**9320 Lakeside Boulevard, Suite 100  
The Woodlands, TX 77381**  
(Address of Principal Executive Offices)

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

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 (see General Instruction A.2. below):

- 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))

**Item 7.01. Regulation FD Disclosure.**

On November 28, 2016, Newpark Resources, Inc. (the "Company") issued a press release announcing that it has commenced an offering, through a Rule 144A private placement, of \$100,000,000 aggregate principal amount of convertible senior notes due 2021. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the press release shall not be deemed "filed" for the purposes of Section 18 of the Exchange Act of 1934, or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 except as shall be expressly set forth by specific reference in such a filing.

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**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 99.1	Press Release dated November 28, 2016.

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**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 thereunto duly authorized.

Date: November 28, 2016

/s/ Gregg Piontek

Gregg Piontek

*Vice President and Chief Financial Officer*

(Principal Financial Officer)

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**EXHIBIT INDEX**

**Exhibit Number**

**Description**

Exhibit 99.1

Press Release dated November 28, 2016.

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Contacts: Brian Feldott  
Director, Investor Relations  
Newpark Resources, Inc.  
bfeldott@newpark.com  
281-362-6800

FOR IMMEDIATE RELEASE

### NEWPARK ANNOUNCES PROPOSED \$100.0 MILLION CONVERTIBLE NOTES OFFERING

THE WOODLANDS, TX — November 28, 2016 — Newpark Resources, Inc. (NYSE: NR) announced today that it intends to offer, subject to market and other conditions, \$100.0 million aggregate principal amount of convertible senior notes due 2021 (“Notes”) in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. The Notes are expected to pay interest semiannually and to be convertible as of June 1, 2021, and prior to that date, only upon specified circumstances. Upon conversion, the Notes may be settled, at Newpark’s election, in shares of Newpark’s common stock, cash or a combination of cash and shares. Newpark may not redeem the Notes at its election prior to their maturity date. Newpark expects to grant the initial purchasers an option to purchase up to \$15.0 million principal amount of additional Notes, exercisable within 30 days. The final terms of the Notes, including the interest rate and conversion rate, will be determined by negotiations between Newpark and the initial purchasers of the Notes. Newpark intends to use the net proceeds from the offering to retire existing indebtedness and for general corporate purposes.

This news release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any offer, solicitation or sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The Notes and the common stock issuable upon conversion of the Notes have not been registered under the Securities Act of 1933, as amended, or any state securities laws. Unless so registered, the Notes and the common stock issuable on conversion of the Notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable states securities laws.

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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 and involve substantial risks and uncertainties. All statements, other than statements of historical fact, contained in this news release, including statements regarding Newpark’s strategy future operations, future financial position, future revenues, projected costs, prospects, plans and objectives of management, are forward-looking statements. The words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “predict,” “project,” “target,” “potential,” “will,” “would,” “could,” “should,” “continue,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. 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, 2015 and its Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, as well as others, could cause results to differ materially from those expressed in, or implied by, these statements. These risk factors include, but are not limited to, risks related to the worldwide oil and natural gas industry, Newpark’s customer concentration and reliance on the U.S. exploration and production market, the cost and continued availability of borrowed funds including risk of noncompliance with debt covenants, risks related to Newpark’s international operations, operating hazards present in the oil and natural gas industry, Newpark’s ability to execute its business strategy and make successful business acquisitions and capital investments, the availability of raw materials and skilled personnel, Newpark’s market competition, compliance with legal and regulatory matters, including environmental regulations, the availability of insurance and the risks and limitations of Newpark’s insurance coverage, potential impairments of long-lived intangible assets, technological developments in Newpark’s industry, cybersecurity breaches or business system disruptions, risks related to severe weather, particularly in the U.S. Gulf Coast and risks related to fluctuations in the market value of Newpark’s common stock. Newpark’s filings with the Securities and Exchange Commission can be obtained at no charge at [www.sec.gov](http://www.sec.gov), as well as through its website.