

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): December 4, 2018



NEWPARK RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-02960

(Commission File Number)

72-1123385

(IRS Employer Identification No.)

9320 Lakeside Boulevard, Suite 100
The Woodlands, TX

(Address of principal executive offices)

77381

(Zip Code)

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

Not Applicable

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

Newpark Resources, Inc. (the “Company”) has prepared presentation materials (the “Presentation Materials”) that management intends to use from time to time, on December 4, 2018, and thereafter, in presentations about the Company’s operations and performance. The Company 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 the Company and its business.

The information contained in the Presentation Materials is summary information that should be considered in the context of the Company’s filings with the Securities and Exchange Commission and other public announcements that the Company 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 the Company 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, the Company 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 the Company’s website, <http://www.newpark.com> for up to 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 the Company 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.

Use of Non-GAAP Financial Information

To help understand the Company’s financial performance, the Company has supplemented its financial results that it provides in accordance with generally accepted accounting principles (“GAAP”) with non-GAAP financial measures. Such financial measures include: earnings before interest, taxes, depreciation and amortization (“EBITDA”); EBITDA Margin; Net Debt; and, the Ratio of Net Debt to Capital.

We believe these non-GAAP financial measures are frequently used by investors, securities analysts and other parties in the evaluation of our performance and/or that of other companies in our industry. In addition, management uses these measures to evaluate operating performance, and our annual cash incentive compensation plan has included performance metrics based on our consolidated EBITDA, along with other factors. The methods we use to produce these non-GAAP financial measures may differ from methods used by other companies. These measures should be considered in addition to, not as a substitute for, financial measures prepared in accordance with GAAP. Applicable reconciliations to the nearest GAAP financial measure of each non-GAAP financial measure are included in the attached Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Q3 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.
(Registrant)

Date: December 4, 2018

By: /s/ Gregg S. Piontek
Gregg S. Piontek
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)



NEWPARK RESOURCES PRESENTATION



DECEMBER 2018

FORWARD LOOKING STATEMENTS

This presentation contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. All statements that address expectations or projections about the future, including Newpark’s strategy for growth, product development, market position, expected expenditures and future financial results are forward-looking statements. Words such as “will,” “may,” “could,” “would,” “should,” “anticipates,” “believes,” “estimates,” “expects,” “plans,” “intends,” and similar expressions are intended to identify these forward-looking statements but are not the exclusive means of identifying them. 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, 2017, 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, our customer concentration and reliance on the U.S. exploration and production market, risks related to our international operations, our ability to replace existing contracts, the cost and continued availability of borrowed funds including noncompliance with debt covenants, operating hazards present in the oil and natural gas industry, our ability to execute our business strategy and make successful business acquisitions and capital investments, the availability of raw materials or the impact of tariffs on the cost of such raw materials, the availability of skilled personnel, our market competition, our ability to expand our product and service offerings and enter new customer markets with our existing products, compliance with legal and regulatory matters, including environmental regulations, the availability of insurance and the risks and limitations of our insurance coverage, the ongoing impact of the U.S. Tax Cuts and Jobs Act and the refinement of provisional estimates, potential impairments of long-lived intangible assets, technological developments in our industry, risks related to severe weather, particularly in the U.S. Gulf Coast, cybersecurity breaches or business system disruptions and risks related to the fluctuations in the market value of our common stock. 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. We assume no obligation to update, amend or clarify publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities laws. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this presentation might not occur.

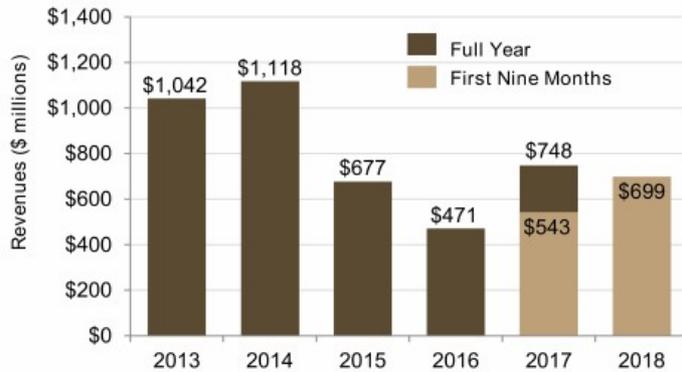


NON-GAAP FINANCIAL MEASURES

This presentation includes references to financial measurements that are supplemental to the Company's financial performance as calculated in accordance with generally accepted accounting principles ("GAAP"). These non-GAAP financial measures include earnings before interest, taxes, depreciation and amortization ("EBITDA"), EBITDA Margin, Net Debt and the Ratio of Net Debt to Capital. Management believes that these non-GAAP financial measures are frequently used by investors, securities analysts and other parties in the evaluation of our performance and/or that of other companies in our industry. In addition, management uses these measures to evaluate operating performance, and our incentive compensation plan measures performance based on our consolidated EBITDA, along with other factors. The methods we use to produce these non-GAAP financial measures may differ from methods used by other companies. These measures should be considered in addition to, not as a substitute for, financial measures prepared in accordance with GAAP.



Consolidated Revenues



- Revenue recovery driven by oilfield activity increase and end-market diversification initiatives

- Balanced income contribution from two operating segments:

Fluids Systems

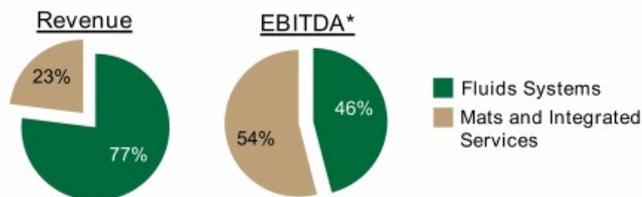
3rd largest global provider of drilling and completions fluids to oil and gas exploration industry**

Mats and Integrated Services

Leading provider of engineered worksite solutions, with diversified customer base across industries

- Oil and gas exploration
- Electrical transmission and distribution
- Pipeline
- Petrochemical
- Construction

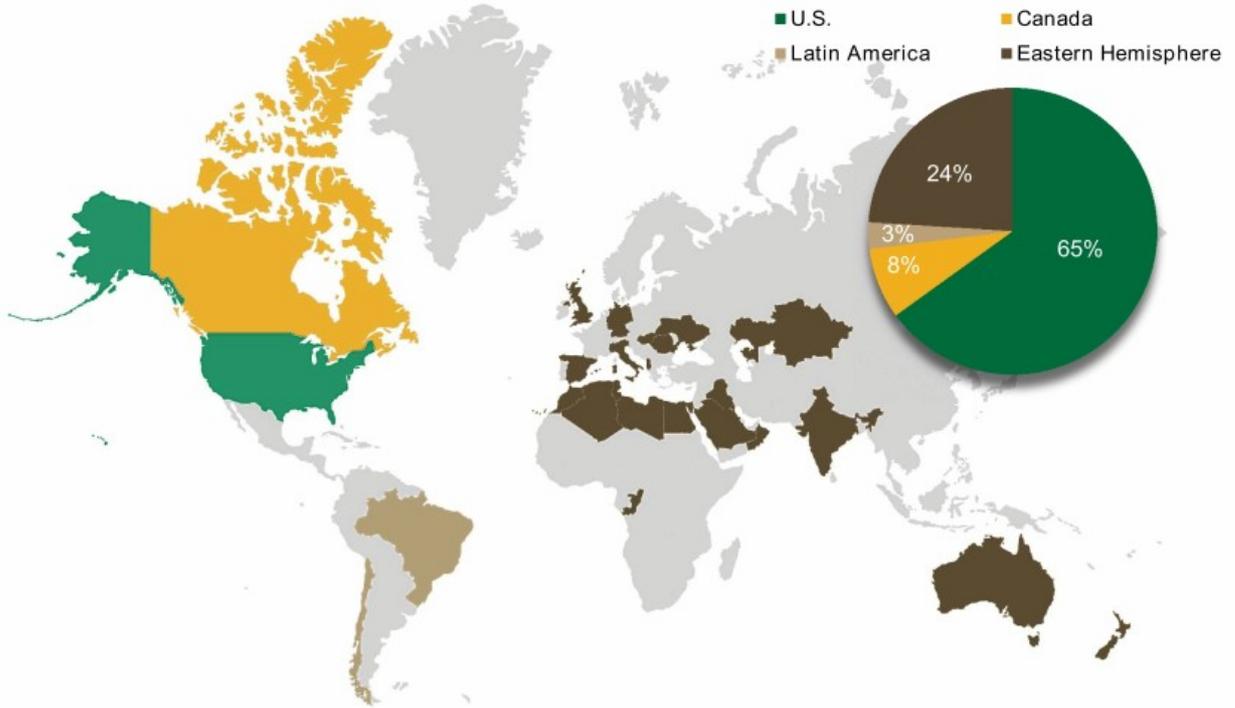
First Nine Months 2018 - Breakdown by Segment

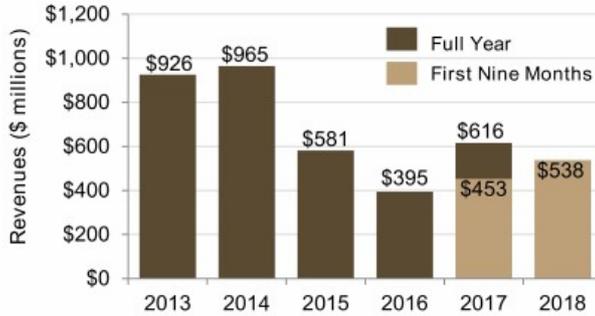
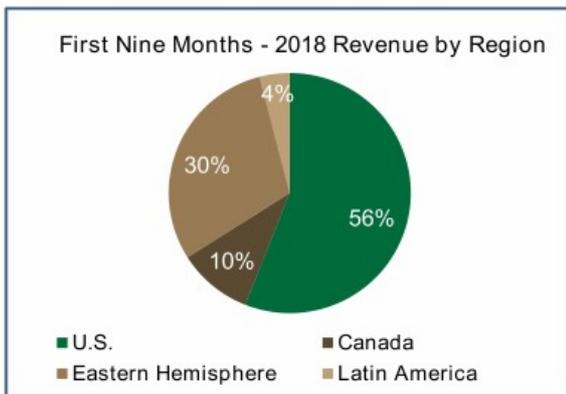


* EBITDA is a non-GAAP financial measure. See reconciliation to the most comparable GAAP measure in the Appendix to this presentation. EBITDA contribution % based on Segment EBITDA and excludes Corporate Office expenses.

** Source: 2018 Oilfield Market Report, Spears & Associates, Inc.

Revenue by Region – First Nine Months 2018

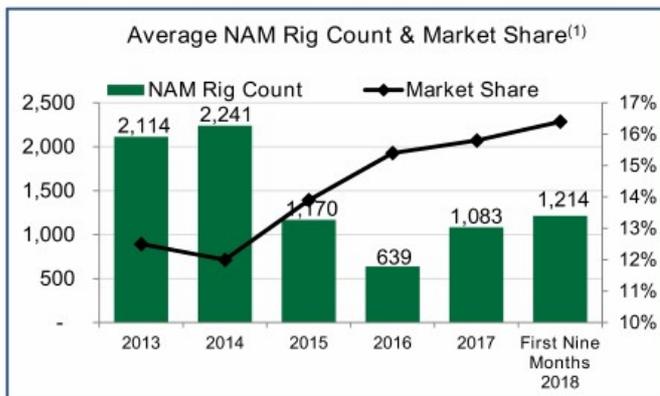
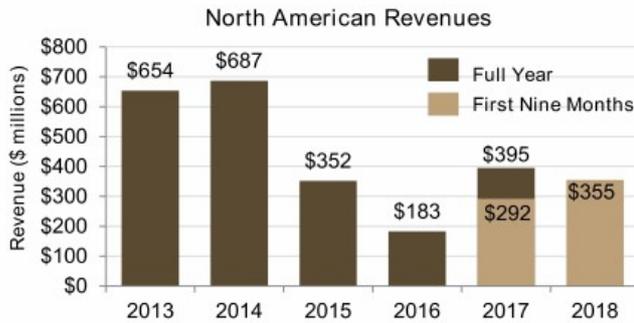


Total Segment Revenues

First Nine Months - 2018 Revenue by Region


* Source: 2018 Oilfield Market Report, Spears & Associates, Inc.

- Expanding IOC & NOC relationships have been key to global market share growth:
 - Approx. 1/3 of 2018 Fluids Systems revenues generated from IOC/NOC customer base
 - Newpark share positioned #3 globally, #2 North America*
 - IOCs remain a key focus area for share growth, which requires expansion of completion fluids offering in the Gulf of Mexico

- Strong North American market position provides expansion opportunity in Stimulation Chemicals, leveraging E&P relationships



⁽¹⁾Source: BHGE and company data

*Source: Kimberlite International Oilfield Research, Sep 2018

- Four years of sequential expansion in market share
 - Hold #2 drilling fluids market share position in U.S. land*
- Service quality, technology, operational focus and organizational alignment are critical to value proposition
- Expanding presence and product offering into new markets
 - Gulf of Mexico (Drilling and Completion Fluids)
 - NAM Land Stimulation Chemicals

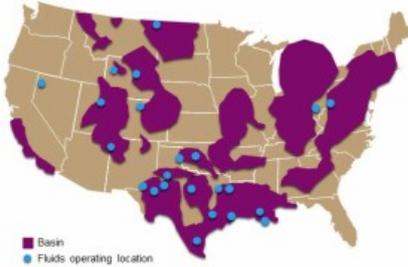
Manufacturing



Technical



Distribution



- Expansion capitalizes on existing infrastructure, expertise and market credibility

Deepwater Gulf of Mexico

- Two deepwater projects completed with Shell; additional work planned
- Completion fluids facility to be operational by end of 2018, to meet customer's preference for bundled Drilling and Completion Fluid offering

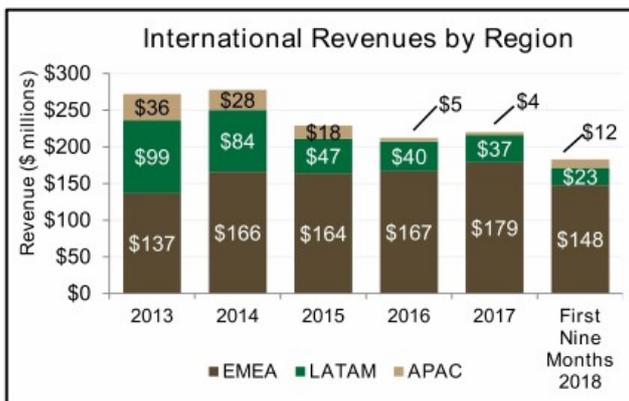
Stimulation Chemicals

- 47%* of US chemical purchases de-bundled from horsepower; trend is increasing

*Source: Kimberlite International Oilfield Research, 2018

GOM Shorebase





- International presence remains key to our strategy, leveraging IOC/NOC relationships globally
- More stable than NAM through the industry cycles
 - Longer term contracts
 - Largely IOCs/NOCs
 - Fewer competitors
- Key contract awards have driven steady growth in EMEA region
 - Algeria (Sonatrach)
 - Albania (Shell)
 - Kuwait (KOC)
 - Republic of Congo (ENI)
- APAC increase driven by Woodside project in offshore Australia
 - Partnering with Baker Hughes on integrated service offering
- Reducing Brazil presence as Petrobras contract to conclude Q4 2018; long-term contract awarded to competitor



Developing Total Fluid Solutions

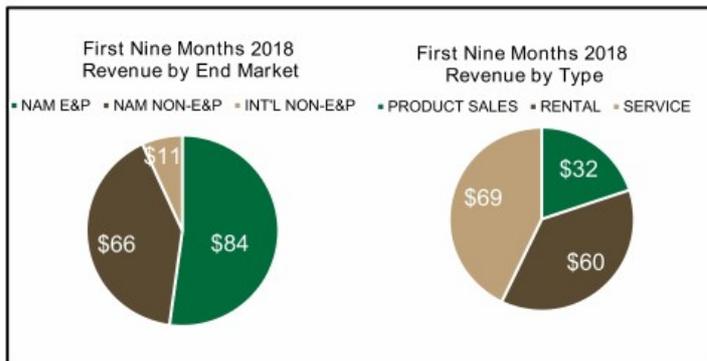
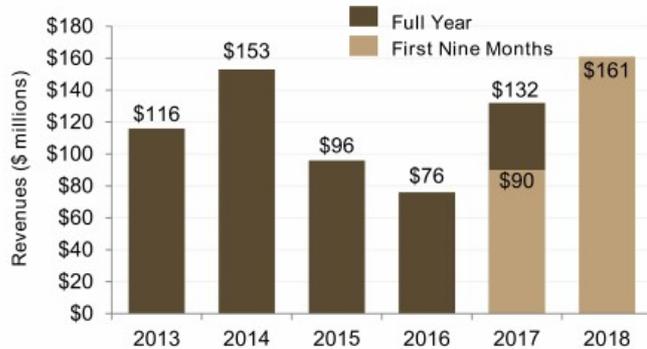
- Proven drilling fluid systems designed to enhance wellsite performance, including:



- Kronos™ deepwater drilling fluid systems successfully used for 8 offshore wells in 2018, including two deepwater GOM projects



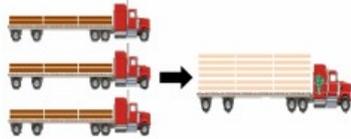
- Innovative reservoir drill-in fluids (RDF) and associated breakers to protect the reservoir from damage and extend the life of the reservoir asset
- Hydraulic fracturing and matrix acidizing chemicals designed with an understanding of reservoir-fluid interactions and engineered to maximize reservoir estimated ultimate recovery (EUR) at the lowest cost
- Engineering modeling and simulation software for effective planning and flawless execution of fluid applications

Total Segment Revenues


- Leading provider of engineered worksite and access solutions
 - In early phases of global market penetration, where our patented systems reduce operators' costs and improve environmental protection
 - Diversified market presence, fairly balanced between E&P and non-E&P end-markets

- Revenues include rentals & service, as well as sales of manufactured matting products
 - 2017 acquisition significantly expanded service revenues

- Patented technology, service capability, low manufacturing cost and size of composite mat rental fleet provide competitive advantage

Superior Quality**Transportation, Install & Remediation Efficiency****Enhanced EH&S Attributes****Scale & Responsiveness**

Exploration & Production



SIZE
PENETRATION
HISTORY

Pipeline



SIZE
PENETRATION
HISTORY

Transmission & Distribution

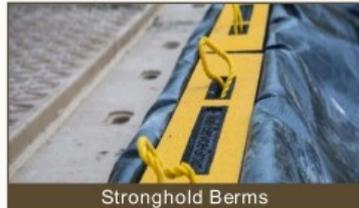


SIZE
PENETRATION
HISTORY

Construction & Other



SIZE
PENETRATION
HISTORY



Leveraging R&D center to drive innovation, including next-generation matting systems, accessories and adaptations

EPZ Grounding System

- Patented system
- Elevates worksite safety in utility transmission and distribution markets
- Fully integrated with Dura-Base matting system

Mobile Mat Washer

- Automated system provides efficient mat cleaning on customer sites
- Reduces labor costs
- Environmental benefits include reduced water consumption and improved separation of contaminants

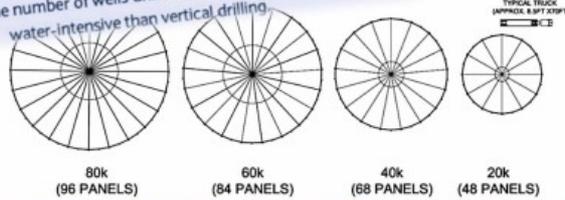
Accessories

- Safety railing
- Pedestrian access ramps
- Secondary containment
 - Berms
 - Liners
- Grapple installation system

Water management for E&P and Pipeline is a growing issue

New oil wells, new water demands

While water use varies by play and region, overall, it has been rising since 2008. Much of this increase can be attributed to a shift from vertical to horizontal wells. Horizontal drilling improves production efficiencies and reduces the number of wells drilled overall, but is also more water-intensive than vertical drilling.



Modular Above Ground Storage Tank (AST)

- Utilizing DURA-BASE® matting, modular design enables multiple size configurations to support site design limitations
- Industry leading 80,000 Bbl. max capacity down to 20,000 Bbl. utilizing same hardware
- Entire 80K tank moved in 4/5 non permitted loads
- Ideal for pressure pumping in E&P and Pipeline integrity applications
- Re-deployable as roadway or access pad

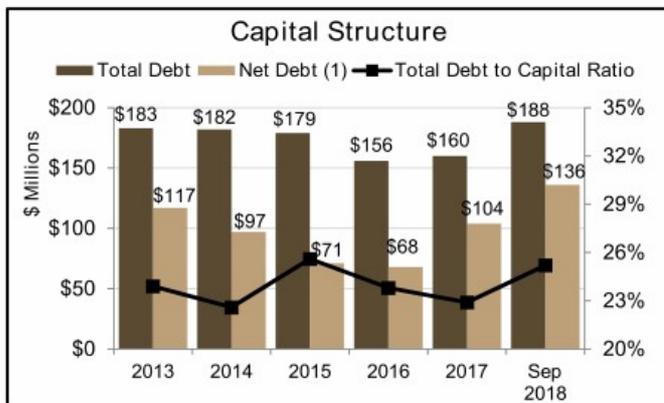


Consistent positive operating cash flow generation through cycle

- Working capital investments impacting 2018 cash flow

Short-Term Focus

- Pursue repatriation of available foreign cash following U.S. tax reform
- Continue efforts to optimize working capital



Long-Term Strategic Focus

- Aggressively pursue non-E&P market expansion in mats
- Continue strategic investments in fluids
 - IOC/deepwater penetration
 - Expand product offering to leverage global footprint

(1) Net Debt is a non-GAAP financial measure. See reconciliation to the most comparable GAAP measure in the Appendix to this presentation.

APPENDIX





CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended			Nine Months Ended	
	September 30, 2018	June 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
(In thousands, except per share data)					
Revenues	\$ 235,329	\$ 236,262	\$ 201,663	\$ 698,884	\$ 543,374
Cost of revenues	194,730	188,480	164,587	569,665	442,608
Selling, general and administrative expenses	29,820	28,708	27,270	85,482	79,297
Other operating (income) loss, net	725	(69)	(76)	702	(127)
Operating income	10,054	19,143	9,882	43,035	21,596
Foreign currency exchange (gain) loss	(89)	458	174	594	1,100
Interest expense, net	3,668	3,691	3,586	10,659	10,245
Income from operations before income taxes	6,475	14,994	6,122	31,782	10,251
Provision for income taxes	2,831	4,148	3,469	10,070	6,949
Net income	\$ 3,644	\$ 10,846	\$ 2,653	\$ 21,712	\$ 3,302
Calculation of EPS:					
Net income - basic and diluted	\$ 3,644	\$ 10,846	\$ 2,653	\$ 21,712	\$ 3,302
Weighted average common shares outstanding - basic	90,526	89,703	85,426	89,779	84,749
Dilutive effect of stock options and restricted stock awards	2,151	2,823	2,251	2,535	2,545
Dilutive effect of 2021 Convertible Notes	905	1,265	-	727	-
Weighted average common shares outstanding - diluted	93,582	93,791	87,677	93,041	87,294
Income per common share - basic	\$ 0.04	\$ 0.12	\$ 0.03	\$ 0.24	\$ 0.04
Income per common share - diluted	\$ 0.04	\$ 0.12	\$ 0.03	\$ 0.23	\$ 0.04



OPERATING SEGMENT RESULTS (UNAUDITED)

(In thousands)	Three Months Ended			Nine Months Ended	
	September 30, 2018	June 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Revenues					
Fluids systems	\$ 180,970	\$ 179,738	\$ 166,726	\$ 538,087	\$ 453,399
Mats and integrated services	54,359	56,524	34,937	160,797	89,975
Total revenues	<u>\$ 235,329</u>	<u>\$ 236,262</u>	<u>\$ 201,663</u>	<u>\$ 698,884</u>	<u>\$ 543,374</u>
Operating income (loss)					
Fluids systems	\$ 8,288	\$ 13,327	\$ 7,930	\$ 32,092	\$ 20,145
Mats and integrated services	12,925	14,853	10,941	39,864	28,762
Corporate office	(11,159)	(9,037)	(8,989)	(28,921)	(27,311)
Operating income	<u>\$ 10,054</u>	<u>\$ 19,143</u>	<u>\$ 9,882</u>	<u>\$ 43,035</u>	<u>\$ 21,596</u>
Segment operating margin					
Fluids systems	4.6%	7.4%	4.8%	6.0%	4.4%
Mats and integrated services	23.8%	26.3%	31.3%	24.8%	32.0%

(1) Fluids Systems operating income for the three months and nine months ended September 30, 2018 include \$1.1 million of charges in Brazil primarily related to severance costs associated with our planned workforce reductions in the fourth quarter of 2018 in connection with the scheduled completion of the current contract with Petrobras, \$0.8 million of charges associated with the July 2018 fire at our Kenedy, Texas drilling fluids facility, and \$0.6 million of non-capitalizable expenses related to the upgrade and conversion of a drilling fluids facility into a completion fluids facility.



CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(In thousands, except share data)	September 30, 2018	December 31, 2017
ASSETS		
Cash and cash equivalents	\$ 52,243	\$ 56,352
Receivables, net	264,014	265,866
Inventories	202,707	165,336
Prepaid expenses and other current assets	18,016	17,483
Total current assets	536,980	505,037
Property, plant and equipment, net	313,989	315,320
Goodwill	44,015	43,620
Other intangible assets, net	26,424	30,004
Deferred tax assets	4,024	4,753
Other assets	2,889	3,982
Total assets	\$ 928,321	\$ 902,716
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current debt	\$ 6,453	\$ 1,518
Accounts payable	93,783	88,648
Accrued liabilities	44,730	68,248
Total current liabilities	144,966	158,414
Long-term debt, less current portion	181,945	158,957
Deferred tax liabilities	33,347	31,580
Other noncurrent liabilities	7,912	6,285
Total liabilities	368,170	355,236
Common stock, \$0.01 par value (200,000,000 shares authorized and 106,324,356 and 104,571,839 shares issued, respectively)	1,063	1,046
Paid-in capital	615,351	603,849
Accumulated other comprehensive loss	(64,767)	(53,219)
Retained earnings	138,233	123,375
Treasury stock, at cost (15,524,613 and 15,366,504 shares, respectively)	(129,729)	(127,571)
Total stockholders' equity	560,151	547,480
Total liabilities and stockholders' equity	\$ 928,321	\$ 902,716



CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(In thousands)	Nine Months Ended September 30	
	2018	2017
Cash flows from operating activities:		
Net income	\$ 21,712	\$ 3,302
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization	34,346	28,998
Stock-based compensation expense	8,497	8,458
Provision for deferred income taxes	(2,149)	(3,489)
Net provision for doubtful accounts	2,708	1,386
Gain on sale of assets	(552)	(4,896)
Amortization of original issue discount and debt issuance costs	4,075	4,068
Change in assets and liabilities:		
Increase in receivables	(16,531)	(73,512)
Increase in inventories	(34,829)	(17,348)
Increase in other assets	(1,476)	(1,621)
Increase in accounts payable	7,106	17,996
Increase (decrease) in accrued liabilities and other	(2,791)	52,421
Net cash provided by operating activities	20,116	15,763
Cash flows from investing activities:		
Capital expenditures	(32,814)	(21,888)
Refund of proceeds from sale of a business	(13,974)	-
Proceeds from sale of property, plant and equipment	1,477	2,233
Business acquisitions, net of cash acquired	(249)	-
Net cash used in investing activities	(45,560)	(19,655)
Cash flows from financing activities:		
Borrowings on lines of credit	275,801	84,900
Payments on lines of credit	(254,116)	(21,400)
Debt issuance costs	(149)	(342)
Proceeds from employee stock plans	3,813	2,107
Purchases of treasury stock	(3,811)	(2,761)
Other financing activities	2,140	1,487
Net cash provided by financing activities	23,678	63,991
Effect of exchange rate changes on cash	(3,798)	2,371
Net increase in cash, cash equivalents, and restricted cash	(5,564)	62,470
Cash, cash equivalents, and restricted cash at beginning of period	65,460	95,299
Cash, cash equivalents, and restricted cash at end of period	<u>\$ 59,896</u>	<u>\$ 157,769</u>



NON-GAAP FINANCIAL MEASURES (UNAUDITED)

To help understand the Company's financial performance, the Company has supplemented its financial results that it provides in accordance with generally accepted accounting principles ("GAAP") with non-GAAP financial measures. Such financial measures include earnings before interest, taxes, depreciation and amortization ("EBITDA"), EBITDA Margin, Net Debt and the Ratio of Net Debt to Capital.

We believe these non-GAAP financial measures are frequently used by investors, securities analysts and other parties in the evaluation of our performance and/or that of other companies in our industry. In addition, management uses these measures to evaluate operating performance, and our incentive compensation plan measures performance based on our consolidated EBITDA, along with other factors. The methods we use to produce these non-GAAP financial measures may differ from methods used by other companies. These measures should be considered in addition to, not as a substitute for, financial measures prepared in accordance with GAAP.

Consolidated (In thousands)	Twelve Months Ended December 31,					Nine Months Ended September 30,
	2013	2014	2015	2016	2017	2018
Net income (loss) (GAAP) (1)	\$ 65,323	\$ 102,278	\$ (90,828)	\$ (40,712)	\$ (6,148)	\$ 21,712
(Gain) loss from disposal of discontinued operations, net of tax	-	(22,117)	-	-	17,367	-
(Income) from discontinued operations, net of tax	(12,701)	(1,152)	-	-	-	-
Interest expense, net	11,279	10,431	9,111	9,866	13,273	10,659
Provision (benefit) for income taxes	28,725	41,048	(21,398)	(24,042)	4,893	10,070
Depreciation and amortization	39,764	41,175	43,917	37,955	39,757	34,346
EBITDA (non-GAAP) (1)	\$ 132,390	\$ 171,663	\$ (59,198)	\$ (16,933)	\$ 69,142	\$ 76,787

(1) 2018 net income and EBITDA include a corporate office charge of \$1.8 million associated with the retirement and transition of our Senior Vice President, General Counsel and Chief Administrative Officer, \$1.1 million of charges in Brazil primarily related to severance costs associated with our planned workforce reductions in the fourth quarter of 2018 in connection with the scheduled completion of the current contract with Petrobras, \$0.8 million of charges associated with the July 2018 fire at our Kenedy, Texas drilling fluids facility, and \$0.6 million of non-capitalizable expenses related to the upgrade and conversion of a drilling fluids facility into a completion fluids facility. 2016 net loss and EBITDA include \$13.8 million of charges associated with asset impairments and workforce reductions partially offset by gains for extinguishment of debt and adjustment for settlement of wage and hour litigation. 2015 net loss and EBITDA include \$88.7 million of charges associated with goodwill and other asset impairments, workforce reductions and estimated resolution of wage and hour litigation.



NON-GAAP FINANCIAL MEASURES (UNAUDITED)

Fluids Systems (In thousands)	Twelve Months Ended December 31,					Nine Months Ended September 30,
	2013	2014	2015	2016	2017	2018
Operating income (loss) (GAAP) (2)	\$ 72,604	\$ 95,600	\$ (86,770)	\$ (43,631)	\$ 27,580	\$ 32,092
Depreciation and amortization	26,679	22,934	22,108	20,746	21,566	15,785
EBITDA (non-GAAP) (2)	99,283	118,534	(64,662)	(22,885)	49,146	47,877
Revenues	926,392	965,049	581,136	395,461	615,803	538,087
Operating Margin (GAAP)	7.8%	9.9%	-14.9%	-11.0%	4.5%	6.0%
EBITDA Margin (non-GAAP)	10.7%	12.3%	-11.1%	-5.8%	8.0%	8.9%

(2) 2018 Fluids Systems operating income and EBITDA include \$1.1 million of charges in Brazil primarily related to severance costs associated with our planned workforce reductions in the fourth quarter of 2018 in connection with the scheduled completion of the current contract with Petrobras, \$0.8 million of charges associated with the July 2018 fire at our Kenedy, Texas drilling fluids facility, and \$0.6 million of non-capitalizable expenses related to the upgrade and conversion of a drilling fluids facility into a completion fluids facility. 2016 Fluids Systems operating income and EBITDA include \$15.6 million of charges associated with asset impairments and workforce reductions. 2015 Fluids Systems operating income and EBITDA include \$82.7 million of charges associated with goodwill and other asset impairments and workforce reductions.

Mats and Integrated Services (In thousands)	Twelve Months Ended December 31,					Nine Months Ended September 30,
	2013	2014	2015	2016	2017	2018
Operating income (loss) (GAAP) (3)	\$ 49,394	\$ 70,526	\$ 24,949	\$ 14,741	\$ 40,491	\$ 39,864
Depreciation and amortization	10,501	15,507	18,869	14,227	14,991	15,788
EBITDA (non-GAAP) (3)	59,895	86,033	43,818	28,968	55,482	55,652
Revenues	115,964	153,367	95,729	76,035	131,960	160,797
Operating Margin (GAAP)	42.6%	46.0%	26.1%	19.4%	30.7%	24.8%
EBITDA Margin (non-GAAP)	51.6%	56.1%	45.8%	38.1%	42.0%	34.6%

(3) 2016 Mats and Integrated Services operating income and EBITDA include \$0.3 million of charges associated with workforce reductions. 2015 Mats and Integrated Services operating income and EBITDA include \$0.7 million of charges associated with workforce reductions.



NON-GAAP FINANCIAL MEASURES (UNAUDITED)

The following table reconciles the Company's ratio of total debt to capital calculated in accordance with GAAP to the non-GAAP financial measure of the Company's ratio of net debt to capital:

Consolidated (In thousands)	December 31,					September 30,
	2013	2014	2015	2016	2017	2018
Current debt	\$ 12,867	\$ 11,648	\$ 7,382	\$ 83,368	\$ 1,518	\$ 6,453
Long-term debt, less current portion	170,009	170,462	171,211	72,900	158,957	181,945
Total Debt	182,876	182,110	178,593	156,268	160,475	188,398
Total stockholders' equity	581,054	625,458	520,259	500,543	547,480	560,151
Total Capital	\$ 763,930	\$ 807,568	\$ 698,852	\$ 656,811	\$ 707,955	\$ 748,549
Ratio of Total Debt to Capital	23.9%	22.6%	25.6%	23.8%	22.7%	25.2%
Total Debt	\$ 182,876	\$ 182,110	\$ 178,593	\$ 156,268	\$ 160,475	\$ 188,398
Less: cash and cash equivalents	(65,840)	(85,052)	(107,138)	(87,878)	(56,352)	(52,243)
Net Debt	117,036	97,058	71,455	68,390	104,123	136,155
Total stockholders' equity	581,054	625,458	520,259	500,543	547,480	560,151
Total Capital, Net of Cash	\$ 698,090	\$ 722,516	\$ 591,714	\$ 568,933	\$ 651,603	\$ 696,306
Ratio of Net Debt to Capital	16.8%	13.4%	12.1%	12.0%	16.0%	19.6%



EXPERIENCED LEADERSHIP

Paul Howes	President & Chief Executive Officer
Gregg Piontek	Senior Vice President & Chief Financial Officer
Chip Earle	Vice President, General Counsel & Chief Administrative Officer, Chief Compliance Officer & Corporate Secretary
Bruce Smith	Interim President Fluids Systems
Matthew Lanigan	President Mats & Integrated Services
Ida Ashley	Vice President, Human Resources

Paul L. Howes, President & CEO: Paul L. Howes joined Newpark's Board of Directors and was appointed as the Chief Executive Officer in March 2006. In June 2006, Mr. Howes was also appointed as the President. Mr. Howes' career has included experience in the defense industry, chemicals and plastics manufacturing, and the packaging industry. Following the sale of his former company in October 2005 until he joined Newpark's Board of Directors in March 2006, Mr. Howes was working privately as an inventor and engaging in consulting and private investing activities. 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. Mr. Howes started his career with Lockheed Martin (Martin Marietta) in the early 80's, working on the space shuttle program.

Mr. Howes is also actively engaged in energy industry trade associations. He is currently a member of the Board of Directors of the American Petroleum Institute (API) and the National Association of Manufacturers (NAM). He serves as a member of the Tulane Energy Institute Advisory Board and is Chairman of Buckets of Rain, a non-profit organization, focused on the rebuilding of Detroit one garden at a time through growing produce in local communities. He was previously Chairman of the General Membership Committee and a member of the Executive Committee of the API. Additionally, Mr. Howes was a previous member of the Board of Directors of the National Ocean Industries Association (NOIA).

Gregg S. Piontek, SVP & CFO: Gregg 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. 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.

Edward “Chip” Earle, Vice President, General Counsel & Chief Administrative Officer, Chief Compliance Officer & Corporate Secretary: Chip joined Newpark in August 2018 as Vice President and Executive Advisor as part of a succession plan to become the Vice President, General Counsel, Corporate Secretary, Chief Administrative Officer and Chief Compliance Officer in September 2018. Mr. Earle most recently served for six years as Senior Vice President, Chief Legal & Support Officer and Corporate Secretary for Bristow Group, Inc. Prior to Bristow, he worked for Transocean, Ltd where after working in a variety of progressively senior positions within the Legal function, he held the role of Assistant Vice President, Global Legal and Corporate Secretary. Additionally, Mr. Earle has exceptional governance, corporate, securities and M&A experience gained at the start of his legal career during his time in private practice with the law firms of Baker Botts, LLP and Wilson, Sonsini, Goodrich & Rosati, PC. He received his Bachelor of Arts degree from Middlebury College in 1995 and his MBA and JD from the University of Texas in 2001.

Bruce C. Smith, Interim President, Fluid Systems: Bruce has been in the drilling fluids industry since 1973 and has held many technical, operational and leadership positions during this 35 year period. Bruce joined Newpark in April 1998 as Vice President International and served as President of Newpark Fluids Systems Fluids from October 2000 – June 2017, and returned to the role in November 2018 on an interim basis. Prior to joining Newpark, Mr. Smith was the Managing Director of the UK operations of M-I SWACO.

Matthew Lanigan, President Mats and Integrated Services: Matthew joined Newpark in April 2016, as President of Newpark Mats & Integrated Services. Matthew began his professional career at ExxonMobil in Australia working on rigs as a Drilling & Completions Engineer, progressing from there to Offshore Production Engineer and as a Marketer for Crude & LPG. While pursuing his MBA, he accepted a position with GE in the Plastics division where he rose to the role of Chief Marketing Officer before transferring to the Capital division of GE, based in the UK. His first opportunity to work in the United States came with the Enterprise Client Group of GE's Capital division, where he worked in leadership roles in Sales & Marketing. In 2011, he was appointed as the Director of Commercial Excellence for Asia Pacific, based in Australia. In addition to growing revenue and market share, key responsibilities for this role included developing cross-organizational synergies and market entry strategies.

Ida Ashley, VP, Human Resources: Ida joined Newpark in March 2015 as Vice President, Human Resources. Ida has over 20 years of experience in Human Resources, 17 of which were specific to Oilfield Services where she specialized in Employee Relations, Mergers & Acquisitions and International HR programs. Ida has worked in a variety of HR leadership roles in Smith International, M-I SWACO and Schlumberger. Her role prior to joining Newpark was VP of HR, North America in Schlumberger. Originating from Smith International, she had the unique opportunity to lead the HR integration project team during the Schlumberger/Smith merger from August 2010 – December 2012. Ida earned her Masters of Science in Human Resources from Houston Baptist University in 2000 and her Bachelors of Arts in Modern Languages from Texas A&M in 1991.



Our Board members represent a desirable mix of diverse backgrounds, skills and experiences and we believe they all share the personal attributes of effective directors. They each hold themselves to the highest standards of integrity and are committed to the long-term interests of our stockholders.

ANTHONY J. BEST	Retired Chief Executive Officer, SM Energy Company Chairman of the Board
G. STEPHEN FINLEY	Retired Senior V.P. and Chief Financial Officer, Baker Hughes Incorporated
PAUL L. HOWES	President and Chief Executive Officer, Newpark Resources
RODERICK A. LARSON	President and Chief Executive Officer, Oceaneering International, Inc.
JOHN C. MINGÉ	Former Chairman and President, BP America
ROSE M. ROBESON	Retired VP and CFO, general partner of DCP Midstream Partners LP
GARY L. WARREN	Retired Senior Vice President, Weatherford

Please visit our website for full biographies of our Board.



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