
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933



NEWPARK

NEWPARK RESOURCES, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

72-1123385

(I.R.S. Employer Identification No.)

**9320 Lakeside Boulevard, Suite 100
The Woodlands, Texas**

(Address of Principal Executive Offices)

77381

(Zip Code)

NEWPARK RESOURCES, INC.
2015 EMPLOYEE EQUITY INCENTIVE PLAN
(Full title of the plan)

Mark J. Airola
Senior Vice President, General Counsel and Chief Administrative Officer
Newpark Resources, Inc.
9320 Lakeside Boulevard, Suite 100
The Woodlands, Texas 77381
(281) 362-6800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee (3)
Common Stock, par value \$0.01 per share	2,000,000 (4)	\$8.00	\$16,000,000	\$1,854
Total	2,000,000	N/A	\$16,000,000	\$1,854

- (1) This Registration Statement shall also cover an indeterminate number of additional shares of common stock of the Registrant which may become issuable under the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan (the "2015 Plan") by reason of any stock dividend, stock split, or any other similar transactions.
- (2) Estimated pursuant to Rule 457(h) solely for the purposes of calculating the aggregate offering price and the amount of the registration fee based upon the average of the high and low prices of the Registrant's common stock as reported on the New York Stock Exchange on May 15, 2017.
- (3) Represents the proposed maximum aggregate offering price multiplied by \$0.0001159.
- (4) Represents additional shares of common stock reserved for issuance under the 2015 Plan.

**EXPLANATORY NOTE
REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement on Form S-8 relates to the registration of 2,000,000 additional shares of common stock, par value of \$0.01 per share (the “Shares”), of Newpark Resources, Inc. (“Newpark” or the “Company”) for issuance pursuant to Newpark’s 2015 Employee Equity Incentive Plan, as amended by Amendment No. 1 thereto (and as may be further amended from time to time, the “2015 Plan”), not previously registered, including awards that may be issued after the date of this Registration Statement. The 2015 Plan was originally approved by the stockholders of the Company and adopted by the Company in May 2015. The Company has previously filed the following Registration Statements on Form S-8 (the “Prior Registration Statements”):

- (a) Registration Statement on Form S-8 (No. 333-204403) filed on May 22, 2015 registering 6,000,000 shares of common stock of the Company issuable under the 2015 Plan; and,
- (b) Registration Statement on Form S-8 (No. 333-211459) filed on May 19, 2016 registering 1,800,000 shares of common stock of the Company issuable under the 2015 Plan.

On May 18, 2017, the stockholders of the Company approved, and the Company adopted, Amendment No. 2 to the 2015 Plan which, among other things, increased the number of shares of common stock authorized for issuance under the 2015 Plan from 7,800,000 to 9,800,000 shares.

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate, and the Company is filing this Registration Statement to register the Shares pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”). The contents of the Prior Registration Statements are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such Prior Registration Statements are modified as set forth herein.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Company with the SEC are incorporated by reference into this Registration Statement, other than any portions of the respective documents that were furnished rather than filed (pursuant to Item 2.02 or Item 7.01 of Form 8-K or other applicable SEC rules):

- (a) The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed on February 24, 2017;
- (b) The Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, filed on April 28, 2017;
- (c) The Company’s Current Report on Form 8-K filed on February 27, 2017; and
- (d) The description of the Company’s common stock contained in the Company’s registration statement on Form 8-A filed on November 15, 1995, and any further amendment or report filed hereafter for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K or other applicable SEC rules) subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document, which also is, or is deemed to be, incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation of Newpark Resources, Inc., incorporated by reference to Exhibit 3.1 to the Company's Form 10-K405 for the year ended December 31, 1998 filed on March 31, 1999 (SEC File No. 001-02960).
4.2	Certificate of Designation of Series A Cumulative Perpetual Preferred Stock of Newpark Resources, Inc., incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on April 27, 1999 (SEC File No. 001-02960).
4.3	Certificate of Designation of Series B Convertible Preferred Stock of Newpark Resources, Inc., incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 7, 2000 (SEC File No. 001-02960).
4.4	Certificate of Rights and Preferences of Series C Convertible Preferred Stock of Newpark Resources, Inc., incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 4, 2001 (SEC File No. 001-02960).
4.5	Certificate of Amendment to the Restated Certificate of Incorporation of Newpark Resources, Inc., incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on November 4, 2009 (SEC File No. 001-02960).
4.6	Amended and Restated Bylaws, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed March 13, 2007 (SEC File No. 001-02960).
4.7	Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.7 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).
4.8	Amendment No. 1 to Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.8 to the Company's Registration Statement on Form S-8 filed May 19, 2016 (SEC File No. 333-211459).
4.9*	Amendment No. 2 to Newpark Resources, Inc. 2015 Employee Equity Incentive Plan.
4.10	Form of Restricted Stock Agreement (time vested) under the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.8 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).
4.11	Form of Restricted Stock Agreement (performance based) under the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.9 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).
4.12	Form of Restricted Stock Unit Agreement (retirement eligible) under the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.10 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).
4.13	Form of Restricted Stock Unit Agreement (not retirement eligible) under the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.11 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).
4.14	Form of Restricted Stock Unit Agreement (international) under the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.12 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).
4.15	Form of Non-Qualified Stock Option Agreement (retirement eligible) under the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.13 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).

- 4.16 Form of Non-Qualified Stock Option Agreement (not retirement eligible) under the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.14 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).
- 4.17 Form of Non-Qualified Stock Option Agreement (international) under the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.15 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).
- 5.1* Opinion of Andrews Kurth Kenyon LLP with respect to legality of securities.
- 23.1* Consent of Deloitte & Touche LLP.
- 23.2* Consent of Andrews Kurth Kenyon LLP (included as part of Exhibit 5.1).
- 24.1* Power of Attorney (set forth in the signature page of this Registration Statement).

* Filed herewith.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of The Woodlands, State of Texas, on May 18, 2017.

NEWPARK RESOURCES, INC.

By: /s/ Paul L. Howes

Paul L. Howes

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mark J. Airola and Paul L. Howes, and each of them, his true and lawful attorney-in-fact and agent, with full power to act with or without the others and with full power of substitution and resubstitution, to execute in his name, place and stead, in any and all capacities, any or all amendments (including pre-effective and post-effective amendments) to this Registration Statement and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform in the name of and on behalf of the undersigned, in any and all capacities, each and every act and thing necessary or desirable to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying, approving and confirming all that said attorney-in-fact and agent or his substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Paul L. Howes</u> Paul L. Howes	President, Chief Executive Officer and Director (Principal Executive Officer)	May 18, 2017
<u>/s/ Gregg S. Piontek</u> Gregg S. Piontek	Vice President and Chief Financial Officer (Principal Financial Officer)	May 18, 2017
<u>/s/ Douglas L. White</u> Douglas L. White	Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	May 18, 2017
<u>/s/ David C. Anderson</u> David C. Anderson	Chairman of the Board	May 18, 2017
<u>/s/ Anthony J. Best</u> Anthony J. Best	Director	May 18, 2017

Signature**Title****Date**

/s/ G. Stephen Finley

Director

May 18, 2017

G. Stephen Finley

/s/ Roderick A. Larson

Director

May 18, 2017

Roderick A. Larson

/s/ Gary L. Warren

Director

May 18, 2017

Gary L. Warren

Exhibit Index

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* Filed herewith.

NEWPARK RESOURCES, INC.
2015 EMPLOYEE EQUITY INCENTIVE PLAN
AMENDMENT NO. 2

THIS AMENDMENT NO. 2 (this "**Amendment**") to the 2015 Employee Equity Incentive Plan, as amended (the "**Plan**") is made by Newpark Resources, Inc. (the "**Company**") pursuant to the Plan, as follows:

WHEREAS, the Company previously adopted the Plan for the benefit of its eligible participants;

WHEREAS, pursuant to Section 17 of the Plan, the Board of Directors (the "**Board**") has the power and authority to amend the terms of the Plan; and

WHEREAS, the Board desires to increase the maximum number of shares of common stock that may be issued in connection with awards granted under the Plan from 7,800,000 to 9,800,000 shares.

NOW, THEREFORE, pursuant to the Plan, the Board hereby amends the Plan in the following respects:

1. Shares Subject to the Plan. Section 4.1 of the Plan is hereby amended to increase the number of Shares that may be issued in connection with awards under the Plan from 7,800,000 to 9,800,000.
2. Full Force and Effect. Except as otherwise set forth in this Amendment, the Plan shall remain in full force and effect.
3. Effectiveness Subject to Stockholder Approval. This Amendment shall not become effective unless the stockholders of the Company approve the increase to the share reserve of the Plan, as set forth in 1 above, and if approved, then this Amendment shall become effective as of such meeting.

IN WITNESS WHEREOF, the Company, by its duly authorized officer, has executed this Amendment on this 18th day of May 2017.

NEWPARK RESOURCES, INC.

By: /s/ Paul L. Howes

Its: President and CEO



10001 Woodloch Forest Dr.
Suite 200
The Woodlands, Texas 77380
+1.713.220.4800 Phone
+1.713.220.4815 Fax
andrewskurth.com

May 18, 2017

Newpark Resources, Inc.
9320 Lakeside Blvd., Suite 100
The Woodlands, Texas 77381

Ladies and Gentlemen:

We have acted as counsel for Newpark Resources, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “SEC”) of the registration statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to the offer and sale of up to an additional 2,000,000 shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), that may be issued by the Company pursuant to the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, as amended by Amendment No. 1 and Amendment No. 2 thereto (the “Plan”).

In rendering the opinions hereinafter expressed, we have examined and relied on: (i) originals or copies, certified or otherwise identified to our satisfaction, of the following: (a) the Registration Statement; (b) the Plan; (c) the Restated Certificate of Incorporation of the Company, as amended to date; (d) the Amended and Restated Bylaws of the Company, as amended to date; (e) certain resolutions of the Board of Directors of the Company; and (f) such other instruments and documents as we have deemed necessary or advisable for the purposes of the opinions set forth herein; and (ii) such statutes, including the Delaware General Corporation Law, as we have deemed necessary or advisable for the purposes of this opinion.

In our examination, we have assumed and have not verified (i) the legal capacity of all natural persons, (ii) that all signatures on documents examined by us are genuine, (iii) the authenticity of all documents submitted to us as originals, and (iv) the conformity to the original documents of all documents submitted to us as facsimile, electronic, certified, conformed or photostatic copies. As to any facts material to the opinions expressed herein, we have relied upon statements and representations of officers and other representatives of the Company and of public officials, and we have not independently verified any factual matter relating to the opinions expressed herein.

Based upon the foregoing and such legal considerations as we deem relevant, and subject to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that (i) following the due authorization of a particular award by the Board of Directors of the Company or

ANDREWS KURTH KENYON LLP

Austin Beijing Dallas Dubai Houston London New York Research Triangle Park Silicon Valley The Woodlands Washington, DC

a duly constituted and acting committee of the Board of Directors of the Company, as provided in and in accordance with the Plan, the Shares issuable by the Company pursuant to such award will have been duly authorized, and (ii) upon issuance and delivery of such Shares from time to time pursuant to the terms of the Plan and any applicable award agreements, and upon receipt by the Company of lawful consideration therefor under Delaware law in accordance with the terms of the Plan and otherwise in accordance with the terms and conditions of the applicable award agreement, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Board of Directors or a duly constituted and acting committee thereof as provided therein, and, in the case of stock options, the exercise thereof and payment for such Shares as provided therein, such Shares will be validly issued, fully paid and non-assessable.

The foregoing opinions are based on and limited to the Delaware General Corporation Law and we express no opinion as to the laws of any other jurisdiction. For purposes of this opinion, we assume that the Shares will be issued in compliance with all applicable state securities or blue sky laws.

We hereby consent to the filing of this opinion with the SEC as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC issued thereunder.

Our opinion is rendered as of the date hereof, and we assume no obligation to update or supplement our opinion to reflect any change of fact, circumstance or law after such time.

Very truly yours,

/s/ Andrews Kurth Kenyon LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 24, 2017, relating to the consolidated financial statements of Newpark Resources, Inc. and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Newpark Resources, Inc. for the year ended December 31, 2016.

/s/ Deloitte & Touche LLP

Houston, Texas
May 18, 2017