

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 15, 2017



NEWPARK

NEWPARK RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-2960

(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**

(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))

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 15, 2017, the Board of Directors (the “Board”) of Newpark Resources, Inc. (the “Corporation”) increased the size of the Board to eight members and appointed Ms. Rose M. Robeson to fill the vacancy created by the increase, effective as of January 1, 2018.

Ms. Robeson previously served as Senior Vice President and Chief Financial Officer of DCP Midstream GP, LLC, the general partner of DCP Midstream GP, LP, which is the general partner of DCP Midstream Partners, LP, a publicly-traded limited partnership, from May 2012 until her retirement in March 2014. Ms. Robeson also served as Group Vice President and Chief Financial Officer of DCP Midstream, LLC from January 2002 to May 2012. Prior to her appointment as Chief Financial Officer of DCP Midstream, LLC, Ms. Robeson was the Vice President and Treasurer. Prior to joining DCP Midstream, LLC, Ms. Robeson held a variety of executive finance positions at Total Petroleum and Kinder Morgan. Since July 2014, Ms. Robeson has served as a member of the Board of Directors and Audit Committee Chair of SM Energy Company. Since May 2017, Ms. Robeson has served as a member of the Board of Directors and Audit Committee Chair of Antero Midstream GP, LP, a publicly-traded limited partnership. From June 2014 until June 2016, Ms. Robeson served as as director of American Midstream GP, LLC, the general partner of American Midstream Partners, LP, a publicly-traded limited partnership. From October 2015 until December 2017, Ms. Robeson served as a director of Tesco Corporation, an upstream oilfield services company.

Ms. Robeson holds a B.S. degree in Accounting from Northwest Missouri State University.

Ms. Robeson will stand for re-election to the Board of Directors at our 2018 Annual Meeting of Stockholders. The Board has affirmatively determined that Ms. Robeson is “independent” as that term is defined by The New York Stock Exchange listing standards and the standards set forth in the Corporation’s Corporate Governance Guidelines. Ms. Robeson does not have a material interest in any transaction that is required to be disclosed under Item 404(a) of Regulation S-K. There is no arrangement or understanding between Ms. Robeson and any other person pursuant to which she was selected as a director. Ms. Robeson will serve as a member of the Corporation’s Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee.

The compensation paid to Ms. Robeson will be consistent with the director compensation for non-employee directors of the Corporation, as described in the Corporation’s 2017 Proxy Statement, filed with the Securities and Exchange Commission on April 6, 2017. A copy of the press release announcing the election of Ms. Robeson to the Board of Directors of the Corporation is attached to this Current Report on Form 8-K as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Newpark Resources, Inc. dated December 20, 2017.

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: December 20, 2017

By: /s/ Gregg S. Piontek

Gregg S. Piontek

Vice President and Chief Financial Officer
(Principal Financial Officer)



FOR IMMEDIATE RELEASE

NEWS RELEASE

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NEWPARK ADDS ROSE ROBESON TO ITS BOARD OF DIRECTORS

THE WOODLANDS, TX - December 20, 2017 - Newpark Resources, Inc. (NYSE: NR) today announced the appointment of Rose M. Robeson to its board of directors, effective January 1, 2018.

Ms. Robeson brings significant leadership experience in finance and accounting in the energy industry, currently serving on the Board of Directors of two industry companies including SM Energy Company, a publicly-traded independent exploration and production company, and AMGP GP LLC, the general partner of Antero Midstream GP LP, a publicly-traded limited partnership that owns the general partner of Antero Midstream Partners LP. Prior to her Board service, Ms. Robeson served as Senior Vice President and Chief Financial Officer of the general partner of DCP Midstream Partners LP from 2012 until her retirement in 2014. She served as Group Vice President and Chief Financial Officer of DCP Midstream LLC from 2002 to 2012. Her 33-year career began in public accounting with McGladrey & Pullen and Ernst & Young, after which she held a variety of executive finance positions at Total Petroleum, Kinder Morgan, and DCP Midstream. Ms. Robeson also serves on the non-profit board of the Rocky Mountain Chapter of JDRF International (formerly Juvenile Diabetes Research Foundation). She holds a Bachelor of Science degree in accounting from Northwest Missouri State University.

Ms. Robeson will serve as a member of Newpark's Audit Committee, Compensation Committee and Nominating and Governance Committee.

"We are very pleased to welcome Rose to our board and look forward to her contributions," said David C. Anderson, Chairman of Newpark's Board of Directors. "Newpark is committed to having a Board of Directors with broad skillsets, perspectives and work experiences as we continue to advance our business strategy. Rose is an accomplished finance executive and a veteran board member in both the public and nonprofit sectors, and we are confident that Newpark will benefit from her insights, judgment and counsel."

Newpark Resources, Inc. is a worldwide provider of value-added drilling fluids systems and composite matting systems used in oilfield and other commercial markets. For more information, visit our website at www.newpark.com.

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. 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. Some of the forward-looking statements may be identified by words like "expects," "anticipates," "plans," "intends," "projects," "indicates," and similar expressions. These statements are not guarantees of future performance and involve a number of risks, uncertainties and assumptions. Many factors, including those discussed more fully elsewhere in this release and in documents filed with the Securities and Exchange Commission by Newpark, particularly its Annual Report on Form 10-K for the year ended December 31, 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, our customer concentration and reliance on the U.S. exploration and production market, risks related to our international operations, 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 and skilled personnel, our market competition, compliance with legal and regulatory matters, including environmental regulations, the availability of insurance and the risks and limitations of our insurance coverage, 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.