

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 13, 2017



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 240.13a-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 3.02. Unregistered Sales of Equity Securities.

The information set forth under Item 8.01 regarding the issuance of common stock by Newport Resources, Inc. (“Newpark”) pursuant to the Purchase Agreements (as defined in Item 8.01) is incorporated by reference into this Item 3.02.

Item 7.01. Regulation FD Disclosure.

On November 13, 2017, Newport issued a press release announcing the closing of the Acquisitions (as defined in Item 8.01). A copy of the press release is furnished and attached as Exhibit 99.1 hereto and is incorporated herein solely for the purposes of this Item 7.01 disclosure.

The information furnished in this Item 7.01 and in Exhibit 99.1 to this Current Report shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 8.01. Other Events.

On November 13, 2017, Newport Mats & Integrated Services LLC (“Newpark Mats”), a wholly owned subsidiary of Newport, and Newport closed their previously announced acquisitions (the “Acquisitions”) of (i) substantially all of the assets of Well Service Group Inc. (“WSG”), pursuant to an Asset Purchase Agreement (the “WSG Agreement”) between Newport Mats, Newport, WSG and the stockholders designated therein, and (ii) substantially all of the assets of Utility Access Solutions Inc. (“UAS”), pursuant to an Asset Purchase Agreement (the “UAS Agreement,” together with the WSG Agreement, the “Purchase Agreements”) between Newport Mats, Newport, UAS and the stockholders designated therein. The aggregate consideration payable pursuant to the WSG Agreement was \$74.4 million, subject to post-closing adjustment, and was payable in cash and 3,299,090 shares of the common stock, par value of \$0.01, of Newport. The aggregate consideration payable pursuant to the UAS Agreement was \$2.4 million, subject to post-closing adjustment, and was payable in cash and 62,277 shares of the common stock, par value of \$0.01, of Newport. The cash portion of the aggregate consideration was funded with available cash and borrowings under Newport’s revolving credit facility. As previously disclosed by Newport, the shares of common stock issued in the Acquisitions were made in reliance upon an exemption provided under Section 4(a)(2) of the Securities Act of 1933, as amended. The Purchase Agreements were previously described in, and copies of the Purchase Agreements were included as Exhibits 2.1 and 2.2 to, Newport’s Current Report on Form 8-K filed with the Securities and Exchange Commission on October 31, 2017.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
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99.1	Press Release dated November 13, 2017, issued by Newport Resources, Inc.
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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 hereunto duly authorized.

Dated: November 13, 2017

NEWPARK RESOURCES, INC.

By: /s/ Mark J. Airola

Name: Mark J. Airola

Title: Senior Vice President, General Counsel, Chief Administrative
Officer and Corporate Secretary

EXHIBIT INDEX

Exhibit Number Description

[99.1](#) Press Release dated November 13, 2017, issued by Newpark Resources, Inc.



FOR IMMEDIATE RELEASE

NEWS RELEASE

Contacts: Gregg Piontek
Vice President and Chief Financial
Officer
Newpark Resources, Inc.
gpiontek@newpark.com
281-362-6800

NEWPARK RESOURCES ANNOUNCES CLOSING OF ACQUISITION

THE WOODLANDS, TX - November 13, 2017 - Newpark Resources, Inc. (NYSE: NR) today announced that it has completed the previously-announced acquisition of substantially all of the assets, operations, and employees of the Well Service Group Inc. ("WSG"), and its affiliate Utility Access Solutions Inc. ("UAS"). Total consideration funded at closing was \$77 million, which includes approximately \$2 million associated with an increase in estimated working capital conveyed at closing. The total consideration consists of \$45 million of cash and \$32 million (3.4 million shares) of common equity of Newpark Resources, Inc. The purchase price is subject to further adjustments, based upon actual working capital conveyed upon closing.

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 of which are beyond the control of Newpark, including the ability of Newpark to successfully integrate the operations of WSG and UAS and the ability to realize the anticipated benefits of the acquisition. 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.