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

Form 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2012

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______________ to ______________.

Commission File No. 1-2960

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.)
2700 Research Forest Drive, Suite 100 **The Woodlands, Texas** (Address of principal executive offices)	**77381** (Zip Code)

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

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ü No ______

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ü No ______

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

Large accelerated filer ü Accelerated filer ____

Non-accelerated filer ____ (Do not check if a smaller reporting company) Smaller reporting company ____

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes __________ No ü

As of October 18, 2012, a total of 86,877,903 shares of common stock, $0.01 par value per share, were outstanding.

NEWPARK RESOURCES, INC.

INDEX TO QUARTERLY REPORT ON FORM 10-Q
FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2012

PART I	FINANCIAL INFORMATION	
ITEM 1.	Financial Statements	
	Condensed Consolidated Balance Sheets as of September 30, 2012 and December 31, 2011	2
	Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2012 and 2011	3
	Condensed Consolidated Statements of Comprehensive Income for the Three and Nine Months Ended September 30, 2012 and 2011	4
	Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2012 and 2011	5
	Notes to Unaudited Condensed Consolidated Financial Statements	6
ITEM 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	11
ITEM 3.	Quantitative and Qualitative Disclosures about Market Risk	23
ITEM 4.	Controls and Procedures	24
PART II	OTHER INFORMATION	24
ITEM 1.	Legal Proceedings	24
ITEM 1A.	Risk Factors	24
ITEM 2.	Unregistered Sales of Equity Securities and Use of Proceeds	25
ITEM 3.	Defaults Upon Senior Securities	25
ITEM 4.	Mine Safety Disclosures	25
ITEM 5.	Other Information	25
ITEM 6.	Exhibits	26
	Signatures	27

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, as amended. We also may provide oral or written forward-looking statements in other materials we release to the public. The words "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 forward-looking statements reflect the current views of our management; however, various risks, uncertainties and contingencies, including the risks identified in Item 1A, "Risk Factors," in Part I of our Annual Report on Form 10-K for the year ended December 31, 2011, and those set forth from time to time in our filings with the Securities and Exchange Commission, could cause our actual results, performance or achievements to differ materially from those expressed in, or implied by, these statements, including the success or failure of our efforts to implement our business strategy.

We assume no obligation to update 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 Quarterly Report on Form 10-Q might not occur.

For further information regarding these and other factors, risks and uncertainties affecting us, we refer you to the risk factors set forth in Item 1A, "Risk Factors", in Part I of our Annual Report on Form 10-K for the year ended December 31, 2011.

PART I FINANCIAL INFORMATION

ITEM 1. Financial Statements

Newpark Resources, Inc.
Condensed Consolidated Balance Sheets
(Unaudited)

(In thousands, except share data)	September 30, 2012	December 31, 2011
ASSETS		
Cash and cash equivalents	$ 35,457	$ 25,247
Receivables, net	312,040	328,590
Inventories	181,188	175,929
Deferred tax asset	14,438	13,224
Prepaid expenses and other current assets	11,361	10,828
Total current assets	554,484	553,818
Property, plant and equipment, net	247,329	231,055
Goodwill	75,796	71,970
Other intangible assets, net	18,317	20,850
Other assets	8,529	9,144
Total assets	$ 904,455	$ 886,837
LIABILITIES AND STOCKHOLDERS’ EQUITY		
Short-term debt	$ 799	$ 2,232
Accounts payable	95,670	97,168
Accrued liabilities	36,767	47,443
Total current liabilities	133,236	146,843
Long-term debt, less current portion	200,838	189,876
Deferred tax liability	43,501	46,844
Other noncurrent liabilities	13,821	5,428
Total liabilities	391,396	388,991
Commitments and contingencies (Note 8)		
Common stock, $0.01 par value, 200,000,000 shares authorized and 95,652,486 and 94,497,526 shares issued, respectively	957	945
Paid-in capital	482,886	477,204
Accumulated other comprehensive (loss) income	(3,042)	789
Retained earnings	83,822	34,983
Treasury stock, at cost; 8,035,100 and 2,803,987 shares, respectively	(51,564)	(16,075)
Total stockholders’ equity	513,059	497,846
Total liabilities and stockholders' equity	$ 904,455	$ 886,837

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements

Newpark Resources, Inc.
Condensed Consolidated Statements of Operations
(Unaudited)

(In thousands, except per share data)	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Revenues	$ 259,599	$ 261,193	$ 767,691	$ 694,666
Cost of revenues	210,276	201,272	626,712	539,185
Selling, general and administrative expenses	20,878	20,802	62,135	57,770
Other operating income, net	(311)	(60)	(802)	(1,012)
Operating income	28,756	39,179	79,646	98,723
Foreign currency exchange loss	185	485	416	340
Interest expense, net	2,416	2,464	7,337	6,821
Income from operations before income taxes	26,155	36,230	71,893	91,562
Provision for income taxes	7,413	13,233	23,054	33,431
Net income	$ 18,742	$ 22,997	$ 48,839	$ 58,131
Income per common share -basic:	$ 0.22	$ 0.25	$ 0.55	$ 0.65
Income per common share -diluted:	$ 0.20	$ 0.23	$ 0.50	$ 0.58

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements

Newpark Resources, Inc.
Condensed Consolidated Statements of Comprehensive Income
(Unaudited)

(In thousands)	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Net income	$ 18,742	$ 22,997	$ 48,839	$ 58,131
Foreign currency translation adjustments	91	(11,977)	(3,831)	(4,976)
Comprehensive income	$ 18,833	$ 11,020	$ 45,008	$ 53,155

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements

Newpark Resources, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

(In thousands)	Nine Months Ended September 30, 2012	2011
Cash flows from operating activities:		
Net income	$ 48,839	$ 58,131
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization	24,406	21,162
Stock-based compensation expense	5,027	3,396
Provision for deferred income taxes	(4,654)	16,363
Net provision for doubtful accounts	1,282	1,165
Loss on sale of assets	512	22
Change in assets and liabilities:		
Decrease (increase) in receivables	11,964	(57,603)
Increase in inventories	(6,446)	(27,921)
Increase in other assets	(98)	(5,226)
Increase in accounts payable	2,905	28,893
Decrease in accrued liabilities and other	(3,085)	(3,655)
Net cash provided by operating activities	80,652	34,727
Cash flows from investing activities:		
Capital expenditures	(34,858)	(28,136)
Business acquisition, net of cash acquired	-	(26,775)
Proceeds from sale of property, plant and equipment	823	434
Net cash used in investing activities	(34,035)	(54,477)
Cash flows from financing activities:		
Borrowings on lines of credit	222,868	5,891
Payments on lines of credit	(213,221)	(5,754)
Proceeds from employee stock plans	1,007	1,768
Purchase of treasury stock	(35,698)	(599)
Post-closing payment for business acquisition	(11,892)	(2,055)
Other financing activities	(48)	(147)
Net cash used in financing activities	(36,984)	(896)
Effect of exchange rate changes on cash	577	538
Net increase (decrease) in cash and cash equivalents	10,210	(20,108)
Cash and cash equivalents at beginning of year	25,247	83,010
Cash and cash equivalents at end of period	$ 35,457	$ 62,902
Cash paid for:		
Income taxes (net of refunds)	$ 17,370	$ 20,752
Interest	$ 4,665	$ 3,775

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Basis of Presentation and Significant Accounting Policies

The accompanying unaudited condensed consolidated financial statements of Newpark Resources, Inc. and our wholly-owned subsidiaries, which we refer to as “we,” “our” or “us,” have been prepared in accordance with Rule 10-01 of Regulation S-X for interim financial statements required to be filed with the Securities and Exchange Commission (“SEC”), and do not include all information and footnotes required by the accounting principles generally accepted in the United States (“U.S. GAAP”) for complete financial statements. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2011. Our fiscal year end is December 31, our third quarter represents the three month period ended September 30 and our first nine months represents the nine month period ended September 30. The results of operations for the third quarter and first nine months of 2012 are not necessarily indicative of the results to be expected for the entire year. Unless otherwise stated, all currency amounts are stated in U.S. dollars.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments necessary to present fairly our financial position as of September 30, 2012, the results of our operations for the third quarter and first nine months of 2012 and 2011, and our cash flows for the first nine months of 2012 and 2011. All adjustments are of a normal recurring nature. Our balance sheet at December 31, 2011 is derived from the audited consolidated financial statements at that date.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. For further information, see Note 1 in our Annual Report on Form 10-K for the year ended December 31, 2011.

New Accounting Standards

Each reporting period we consider all newly issued but not yet adopted accounting and reporting guidance applicable to our operations and the preparation of our consolidated financial statements. We do not believe that any issued accounting and reporting guidance we have not yet adopted will have a material impact on our financial statements at the time they may be adopted.

Note 2 – Earnings per Share

The following table presents the reconciliation of the numerator and denominator for calculating earnings per share:

(In thousands, except per share data)	Third Quarter 2012	Third Quarter 2011	First Nine Months 2012	First Nine Months 2011
Basic EPS:				
Net income	$ 18,742	$ 22,997	$ 48,839	$ 58,131
Weighted average number of common shares outstanding	86,423	90,212	88,491	89,877
Basic income per common share	$ 0.22	$ 0.25	$ 0.55	$ 0.65
Diluted EPS:				
Net income	$ 18,742	$ 22,997	$ 48,839	$ 58,131
Assumed conversions of Senior Notes	1,396	1,236	3,944	3,674
Adjusted net income	$ 20,138	$ 24,233	$ 52,783	$ 61,805
Weighted average number of common shares outstanding-basic	86,423	90,212	88,491	89,877
Add: Dilutive effect of stock options and restricted stock awards	695	1,025	756	883
Dilutive effect of Senior Notes	15,682	15,682	15,682	15,682
Diluted weighted average number of common shares outstanding	102,800	106,919	104,929	106,442
Diluted income per common share	$ 0.20	$ 0.23	$ 0.50	$ 0.58
Stock options and warrants excluded from calculation of diluted earnings per share because anti-dilutive for the period	3,377	2,862	2,503	3,913

Weighted average dilutive stock options and restricted stock outstanding totaled approximately 3.1 million and 4.5 million shares for the third quarter of 2012 and 2011, respectively, and 3.0 million and 3.1 million for the first nine months of 2012 and 2011, respectively. The resulting net effect of stock options and restricted stock were used in calculating diluted earnings per share for the period.

Note 3 – Stock-Based Compensation

During the second quarter of 2012, the Compensation Committee of our Board of Directors approved equity-based compensation to executive officers and other key employees. These awards included a grant of 871,181 time-vesting shares of stock, which vest equally over a three-year period. The fair value on the date of grant for these awards was $5.57 per share. Non-employee directors received shares of restricted stock totaling 117,115 shares, which will vest in full on the first anniversary of the grant date.

Additionally, 1,438,158 stock options were granted to executive officers and other key employees at an exercise price of $5.57, which provides for equal vesting over a three-year period with a term of ten years. The estimated fair value of the stock options on the grant date using the Black-Scholes option-pricing model was $2.89. The assumptions used in the Black-Scholes model included a risk free interest rate of 0.68%, expected life of 5.22 years and expected volatility of 60.3%.

Note 4 – Treasury Stock

In February 2012, our Board of Directors approved a share repurchase program that authorized the repurchase of up to $50.0 million of our outstanding shares of common stock. As of September 30, 2012, we had repurchased 5,170,967 shares for an aggregate price of approximately $6.80 per share. Subsequent to September 30, 2012, approximately $8.7 million of additional share repurchases were completed, acquiring an additional 1.2 million shares under this program. All of the shares repurchased are held as treasury stock. We record treasury stock purchases under the cost method whereby the entire cost of the acquired stock is recorded as treasury stock. Repurchases may be suspended at any time.

Note 5 – Acquisition

In April 2011, we completed the acquisition of the drilling fluids and engineering services business from Rheochem PLC, a publicly-traded Australian-based oil and gas company. The acquired business provides drilling fluids and related engineering services to the oil and gas exploration and geothermal industries with operations in Australia, New Zealand and India. Total cash paid in 2011 was AUD$27.2 million ($28.8 million), including post-closing payments of AUD$0.8 million ($0.8 million) based on a true-up of the final working capital conveyed at closing and AUD$2.0 million ($2.1 million) related to a six month earn-out provision in the agreement. During the second quarter of 2012, the final payment was made which totaled AUD$11.9 million ($11.9 million) reflecting additional consideration required based on financial results of the acquired business over a one year earn-out period ended February 2012.

The transaction has been accounted for using the acquisition method of accounting and accordingly, assets acquired and liabilities assumed were recorded at their fair values as of the acquisition date. The excess of the total consideration, including projected additional consideration, was recorded as goodwill and includes the value of the access to markets in Asia Pacific and an assembled workforce.

The following table summarizes the amounts recognized for assets acquired and liabilities assumed, as of the April 2011 acquisition date.

(In thousands)		
Cash and cash equivalents	$	315
Receivables, net		3,316
Inventories		7,166
Prepaid expenses and other current assets		773
Property, plant and equipment, net		9,465
Goodwill		13,842
Customer relationships (11 year life)		10,492
Tradename (5 year life)		700
Other assets		510
Total assets acquired	$	46,579
Accounts payable	$	717
Accrued liabilities		16,243
Deferred tax liability		3,432
Other noncurrent liabilities		271
Total liabilities assumed	$	20,663
Total cash conveyed at closing	$	25,916

The accrued liabilities at the date of acquisition in the table above includes $14.8 million reflecting the post-closing payments to the seller under the terms of the agreement, including $2.9 million that was paid during the third quarter of 2011 and the final payment of $11.9 million paid in the second quarter of 2012. There were no material changes to our initial goodwill estimate from the inception of the acquisition.

Proforma results of operation for the acquired business have not been presented as the effect of this acquisition is not material to our consolidated financial statements.

Note 6 – Receivables and Inventories

Receivables - Receivables consist of the following:

(In thousands)	September 30, 2012	December 31, 2011
Gross trade receivables	$ 299,931	$ 306,791
Allowance for doubtful accounts	(4,038)	(3,161)
Net trade receivables	295,893	303,630
Other receivables	16,147	24,960
Total receivables, net	$ 312,040	$ 328,590

Inventories - Our inventories include $180.4 million and $174.7 million of raw materials and components for our drilling fluids systems at September 30, 2012 and December 31, 2011, respectively. The remaining balance consists primarily of composite mat finished goods.

Note 7 – Financing Arrangements and Fair Value of Financial Instruments

Our financing arrangements include $172.5 million of unsecured convertible senior notes ("Senior Notes") and a $125.0 million revolving credit facility, of which $28.0 million was outstanding at September 30, 2012. The Senior Notes bear interest at a rate of 4.0% per year, payable semi-annually in arrears on April 1 and October 1 of each year, beginning April 1, 2011. Holders may convert the Senior Notes at their option at any time prior to the close of business on the business day immediately preceding the October 1, 2017 maturity date. The conversion rate is initially 90.8893 shares of our common stock per $1,000 principal amount of Senior Notes (equivalent to an initial conversion price of $11.00 per share of common stock), subject to adjustment in certain circumstances. Upon conversion, the Senior Notes will be settled in shares of our common stock. We may not redeem the Senior Notes prior to their maturity date.

Our financial instruments include cash and cash equivalents and debt. We believe the carrying values of these instruments, with the exception of our Senior Notes, approximated their fair values at September 30, 2012 and December 31, 2011. The estimated fair value of our Senior Notes is $179.4 million at September 30, 2012 and $195.8 million at December 31, 2011, based on Level 2 inputs including quoted market prices at these respective dates.

Note 8 – Commitments and Contingencies

In the ordinary course of conducting our business, we become involved in litigation and other claims from private party actions, as well as judicial and administrative proceedings involving governmental authorities at the federal, state and local levels. In the opinion of management, any liability in these matters should not have a material effect on our consolidated financial statements.

Note 9 – Segment Data

Summarized operating results for our reportable segments is shown in the following table (net of inter-segment transfers):

	Third Quarter		First Nine Months	
(In thousands)	2012	2011	2012	2011
Revenues				
Fluids Systems & Engineering	$ 211,457	$ 216,160	$ 632,341	$ 577,832
Mats & Integrated Services	35,067	30,179	95,671	81,035
Environmental Services	13,075	14,854	39,679	35,799
Total Revenues	$ 259,599	$ 261,193	$ 767,691	$ 694,666
Operating Income (loss)				
Fluids Systems & Engineering	$ 14,798	$ 25,648	$ 42,273	$ 65,639
Mats & Integrated Services	15,992	14,509	43,406	41,023
Environmental Services	3,089	4,958	10,178	9,558
Corporate Office	(5,123)	(5,936)	(16,211)	(17,497)
Operating Income	$ 28,756	$ 39,179	$ 79,646	$ 98,723

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our financial condition, results of operations, liquidity and capital resources should be read together with our unaudited condensed consolidated financial statements and notes to unaudited condensed consolidated financial statements contained in this report as well as our Annual Report on Form 10-K for the year ended December 31, 2011. Our third quarter represents the three month period ended September 30, 2012 and our first nine months represents the nine month period ended September 30, 2012. Unless otherwise stated, all currency amounts are stated in U.S. dollars.

Overview

We are a diversified oil and gas industry supplier providing products and services primarily to the oil and gas exploration ("E&P") industry. We operate our business through three reportable segments: Fluids Systems and Engineering, Mats and Integrated Services and Environmental Services. Our Fluids Systems and Engineering segment, which generated 82% of consolidated revenues in the first nine months of 2012, provides customized drilling fluids solutions to E&P customers globally, operating through four geographic regions: North America, Europe, the Middle East and Africa ("EMEA"), Latin America, and following our April 2011 acquisition (as described below), Asia Pacific.

Our Mats and Integrated Services segment, which generated 13% of consolidated revenues in the first nine months of 2012, provides composite mat rentals, well site construction and related well site services to E&P customers in the U.S. We also sell composite mats to E&P customers outside of the U.S., and to domestic customers outside of the oil and gas industry. Our Environmental Services segment, which generated 5% of consolidated revenues in the first nine months of 2012, processes and disposes of waste generated by E&P customers along the U.S. Gulf Coast. While we continue to expand our operations globally, particularly in our Fluids Systems and Engineering segment, our North American operations generated 77% of consolidated revenues in the first nine months of 2012.

In North America we have continued the roll-out of Evolution®, our high performance water-based drilling fluid system launched in 2010, which we believe provides superior performance and environmental benefits to our customers, as compared to traditional fluids systems used in the industry. After the initial introduction into the Haynesville shale during 2010, the system is now being used by customers in several major North American drilling basins. Revenues from wells using the Evolution system were approximately $79 million in the first nine months of 2012.

In April 2011, we completed the acquisition of the drilling fluids and engineering services business from Rheochem PLC, a publicly-traded Australian-based oil and gas company. The acquired business provides drilling fluids and related engineering services with operations in Australia, New Zealand and India. Total cash paid in 2011 was AUD$27.2 million ($28.8 million), including post-closing payments of AUD$0.8 million ($0.8 million) based on a true-up of the final working capital conveyed at closing and AUD$2.0 million ($2.1 million) related to a six month earn-out provision in the agreement. During the second quarter of 2012, the final payment was made which totaled AUD$11.9 million ($11.9 million) reflecting additional consideration required based on financial results of the acquired business over a one year earn-out period ended February 2012.

Our operating results depend, to a large extent, on oil and gas drilling activity levels in the markets we serve, as well as the depth of drilling, which governs the revenue potential of each well. The drilling activity in turn, depends on oil and gas commodity pricing, inventory levels and demand, and more recently, regulatory actions such as those affecting operations in the Gulf of Mexico.

Rig count data is the most widely accepted indicator of drilling activity. Average North American rig count data for the third quarter and first nine months of 2012, as compared to the third quarter and first nine months of 2011 is as follows:

	Third Quarter		2012 vs 2011	
	2012	**2011**	**Count**	**%**
U.S. Rig Count	1,906	1,944	(38)	(2%)
Canadian Rig Count	325	441	(116)	(26%)
North America	2,231	2,385	(154)	(6%)

	First Nine Months		2012 vs 2011	
	2012	**2011**	**Count**	**%**
U.S. Rig Count	1,955	1,835	120	7%
Canadian Rig Count	362	401	(39)	(10%)
North America	2,317	2,236	81	4%

Source: Baker Hughes Incorporated

While the average total U.S. rig count has decreased by only 2% from the third quarter of 2011 to the third quarter of 2012, there has been a significant regional shift in activity over this period. This shift from dry gas drilling to oil and liquid-rich drilling resulted in a significant decline in several key dry gas basins, including the Haynesville shale (East Texas), Barnett (East Texas) and areas in the Rockies, largely offset by increases in oil and liquid-rich basins, including the Bakken (North Dakota), Eagle Ford (South Texas), Mississippian Lime (mid-continent) and Permian Basin (West Texas). During periods of rapid transition such as the first nine months of 2012, operating expenses within our U.S. business units were elevated, as we re-deployed personnel and assets among regions and modified our regional business unit infrastructures to meet the changing activity levels.

Third Quarter of 2012 Compared to Third Quarter of 2011

Consolidated Results of Operations

Summarized results of operations for the third quarter of 2012 compared to the third quarter of 2011 are as follows:

	Third Quarter		2012 vs 2011	
(In thousands)	2012	2011	$	%
Revenues	$ 259,599	$ 261,193	$ (1,594)	(1%)
Cost of revenues	210,276	201,272	9,004	4%
Selling, general and administrative expenses	20,878	20,802	76	0%
Other operating income, net	(311)	(60)	(251)	418%
Operating income	28,756	39,179	(10,423)	(27%)
Foreign currency exchange loss	185	485	(300)	(62%)
Interest expense, net	2,416	2,464	(48)	(2%)
Income from operations before income taxes	26,155	36,230	(10,075)	(28%)
Provision for income taxes	7,413	13,233	(5,820)	(44%)
Net income	$ 18,742	$ 22,997	$ (4,255)	(19%)

Revenues

Revenues decreased 1% to $259.6 million in the third quarter of 2012, compared to $261.2 million in the third quarter of 2011. This $1.6 million decrease includes a $4.3 million (2%) decrease in revenues in North America, largely driven by the 6% decline in the North America rig count. Revenues from our international operations increased by $2.8 million (5%). Additional information regarding the change in revenues is provided within the operating segment results below.

Cost of revenues

Cost of revenues increased 4% to $210.3 million in the third quarter of 2012, compared to $201.3 million in the third quarter of 2011. The increase is primarily driven by a shift in revenue mix, raw material cost increases including barite and diesel fuel, along with elevated operating expenses driven by the shift in activity from dry gas to liquid rich regions in the U.S. Additional information regarding the change in cost of revenues is provided within the operating segment results below.

Selling, general and administrative expenses

Selling, general and administrative expenses increased slightly by $0.1 million to $20.9 million in the third quarter of 2012 from $20.8 million in the third quarter of 2011.

Foreign currency exchange

Foreign currency exchange was a $0.2 million loss in the third quarter of 2012, compared to a $0.5 million loss in the third quarter of 2011, and primarily reflects the impact of currency translations on assets and liabilities held in our international operations that are denominated in currencies other than functional currencies.

Interest expense, net

Interest expense totaled $2.4 million for the third quarter of 2012 compared to $2.5 million for the third quarter of 2011, primarily reflecting the 4.0% interest associated with our $172.5 million in unsecured convertible senior notes (“Senior Notes”).

Provision for income taxes

The provision for income taxes for the third quarter of 2012 was $7.4 million, reflecting an effective tax rate of 28.3%, compared to $13.2 million in the third quarter of 2011 with an effective tax rate of 36.5%. The third quarter 2012 provision for income taxes included a $1.0 million benefit associated with additional U.S. tax deductions identified for prior years, along with an increase in estimated tax deductions available for the 2012 fiscal year. The full year 2012 tax rate is anticipated to be between 32% and 33%.

Operating Segment Results

Summarized financial information for our reportable segments is shown in the following table (net of inter-segment transfers):

	Third Quarter		2012 vs 2011	
(In thousands)	**2012**	**2011**	**$**	**%**
Revenues				
Fluids systems and engineering	$ 211,457	$ 216,160	$ (4,703)	(2%)
Mats and integrated services	35,067	30,179	4,888	16%
Environmental services	13,075	14,854	(1,779)	(12%)
Total revenues	$ 259,599	$ 261,193	$ (1,594)	(1%)
Operating income (loss)				
Fluids systems and engineering	$ 14,798	$ 25,648	$ (10,850)	
Mats and integrated services	15,992	14,509	1,483	
Environmental services	3,089	4,958	(1,869)	
Corporate office	(5,123)	(5,936)	813	
Operating income	$ 28,756	$ 39,179	$ (10,423)	
Segment operating margin				
Fluids systems and engineering	7.0%	11.9%		
Mats and integrated services	45.6%	48.1%		
Environmental services	23.6%	33.4%		

Fluids Systems and Engineering

Revenues

Total revenues for this segment consisted of the following:

	Third Quarter		2012 vs 2011	
(In thousands)	2012	2011	$	%
United States	$ 140,441	$ 143,873	$ (3,432)	(2%)
Canada	10,218	13,515	(3,297)	(24%)
Total North America	150,659	157,388	(6,729)	(4%)
EMEA	27,652	30,436	(2,784)	(9%)
Latin America	21,850	19,795	2,055	10%
Asia Pacific	11,296	8,541	2,755	32%
Total	$ 211,457	$ 216,160	$ (4,703)	(2%)

North American revenues decreased 4% to $150.7 million in the third quarter of 2012, compared to $157.4 million in the third quarter of 2011, largely attributable to the 2% decline in U.S. rig count and a 26% decline in the Canadian rig count. The 2% decline in the U.S. includes a $7.1 million reduction in our completion services and equipment rental revenues in the mid-continent region, which was primarily attributable to increased competition in this region, offset by gains in other regions.

Internationally, revenues were up 3% to $60.8 million in the third quarter of 2012, as compared to $58.8 million in third quarter 2011. This increase is primarily attributable to growth in our Asia Pacific business unit driven by new customer contracts.

Operating Income

Operating income for this segment was $14.8 million, reflecting an operating margin of 7.0% in the third quarter of 2012, compared to $25.6 million and an 11.9% operating margin in the third quarter of 2011. Of this $10.9 million decrease in operating income, $11.5 million of the decrease was attributable to our North American business. The decline in operating income includes a $3.0 million decrease in the completion services and equipment rental business associated with the $7.1 million revenue decline described above. Due to the relatively fixed nature of operating expenses in this service and equipment rental business unit, the incremental operating income impact from the decline in revenues is higher than what is typically experienced in this segment. Operating expenses were also elevated during the third quarter of 2012 due to operating cost inefficiencies following the rapid transition of our customer activities away from natural gas regions into oil and liquid-rich regions. Cost reduction programs and other profit improvement initiatives are continuing in North America, and while we expect our operating margin to improve in the near-term, we do not expect to return to the level achieved in the prior year until 2013.

Our international operating income increased $0.6 million on a $2.0 million increase in revenues, reflecting a 31% incremental margin.

Mats and Integrated Services

Revenues

Total revenues for this segment consisted of the following:

	Third Quarter		2012 vs 2011	
(In thousands)	2012	2011	$	%
Mat rental and integrated services	$ 14,543	$ 16,139	$ (1,596)	(10%)
Mat sales	20,524	14,040	6,484	46%
Total	$ 35,067	$ 30,179	$ 4,888	16%

Mat rental and integrated services revenues decreased $1.6 million as compared to the prior year period, as a $0.8 million increase in the U.S. Gulf Coast, a $1.0 million increase in the Rocky Mountain region, along with a $0.7 million increase in our international rental business was offset by a $4.3 million decline in the Northeast U.S. In addition, mat sales increased by $6.5 million over the prior year period due to strong demand for our Durabase™ composite mat products from E&P customers and other industries, including a large sale for an infrastructure project in the utility industry.

Operating Income

Segment operating income increased by $1.5 million on the $4.9 million increase in revenues, reflecting an incremental margin of 30%. The increase in operating income is primarily attributable to the increase in mat sales in the third quarter of 2012.

As noted above, mat sales increased in the third quarter of 2012 as a result of continued strong demand for our mats from both the E&P and utility industries, as well as a higher than usual allocation of our quarterly mat production to sales (rather than for deployment in our rental fleet). The allocation of our production between additions to our rental fleet and sales in any given quarter is driven by a number of factors including commitments to meeting customer schedules, ability of our customers to take delivery of mats, timing of large mat rental projects/events, and plant capacity/efficiencies. We expect mat sales to decline in the near-term, returning to more recent historical levels. In addition, the third quarter of 2012 rental revenues benefitted from our international rental business, which is not expected to recur in the fourth quarter. Therefore, mat rental revenue is also expected to decline in the near-term. As a result, segment revenue and operating income are expected to decline from the levels achieved in the third quarter of 2012.

Environmental Services

Revenues

Total revenues for this segment consisted of the following:

	Third Quarter		2012 vs 2011	
(In thousands)	2012	2011	$	%
E&P waste	$ 10,674	$ 11,529	$ (855)	(7%)
NORM and industrial waste	2,401	3,325	(924)	(28%)
Total	$ 13,075	$ 14,854	$ (1,779)	(12%)

Environmental services revenues decreased 12% to $13.1 million in the third quarter of 2012, compared to the third quarter of 2011. The third quarter of 2011 included $2.2 million of revenue from large disposal projects which did not recur in the third quarter of 2012.

Operating Income

Operating income for this segment decreased by $1.9 million in the third quarter of 2012, compared to the third quarter of 2011, primarily attributable to the $1.8 million decrease in revenues while operating expenses increased by $0.1 million.

Corporate Office

Corporate office expenses decreased $0.8 million to $5.1 million in the third quarter of 2012, compared to $5.9 million in the third quarter of 2011. The decrease is primarily attributable to a $0.7 million decline in performance-based employee compensation.

First Nine Months of 2012 Compared to First Nine Months of 2011

Consolidated Results of Operations

Summarized results of operations for the first nine months of 2012 compared to the first nine months of 2011 are as follows:

	First Nine Months		2012 vs 2011	
(In thousands)	2012	2011	$	%
Revenues	$ 767,691	$ 694,666	$ 73,025	11%
Cost of revenues	626,712	539,185	87,527	16%
Selling, general and administrative expenses	62,135	57,770	4,365	8%
Other operating income, net	(802)	(1,012)	210	(21%)
Operating income	79,646	98,723	(19,077)	(19%)
Foreign currency exchange loss	416	340	76	22%
Interest expense, net	7,337	6,821	516	8%
Income from operations before income taxes	71,893	91,562	(19,669)	(21%)
Provision for income taxes	23,054	33,431	(10,377)	(31%)
Net income	$ 48,839	$ 58,131	$ (9,292)	(16%)

Revenues

Revenues increased 11% to $767.7 million in the first nine months of 2012, compared to $694.7 million in the first nine months of 2011. This $73.0 million improvement includes a $56.7 million (11%) increase in revenues in North America, largely driven by the 4% improvement in the North America rig count, along with strong demand for our composite mat products from customers outside of the E&P industry. Revenues from our international operations increased $16.3 million including a $14.2 million increase from our Asia Pacific business unit, which was acquired in 2011. Additional information regarding the change in revenues is provided within the operating segment results below.

Cost of revenues

Cost of revenues increased 16% to $626.7 million in the first nine months of 2012, compared to $539.2 million in the first nine months of 2011. The increase is primarily driven by the 11% increase in revenues along with elevated operating expenses in the first nine months of 2012 driven by the shift in activity from dry gas to liquid rich regions in the U.S. Additional information regarding the change in cost of revenues is provided within the operating segment results below.

Selling, general and administrative expenses

Selling, general and administrative expenses increased $4.4 million to $62.1 million in the first nine months of 2012 from $57.8 million in the first nine months of 2011. The first nine months of 2012 includes $5.8 million of spending associated with the enterprise resource planning (“ERP”) system conversion in the U.S. operations.

Foreign currency exchange

Foreign currency exchange was a $0.4 million loss in the first nine months of 2012, compared to a $0.3 million loss in the first nine months of 2011, and primarily reflects the impact of currency translations on assets and liabilities held in our foreign operations that are denominated in currencies other than functional currencies.

Interest expense, net

Interest expense totaled $7.3 million for the first nine months of 2012 compared to $6.8 million for the first nine months of 2011. The increase is primarily attributable to the increased borrowings in the first nine months of 2012, compared to the first nine months of 2011.

Provision for income taxes

The provision for income taxes for the first nine months of 2012 was $23.1 million, reflecting an effective tax rate of 32.1%, compared to $33.4 million in the first nine months of 2011, reflecting an effective tax rate of 36.5%. The reduction in effective tax rate is primarily attributable to additional U.S. tax deductions that became available after our U.S. Federal Net Operating Loss carryforwards were exhausted in 2011.

Operating Segment Results

Summarized financial information for our reportable segments is shown in the following table (net of inter-segment transfers):

	First Nine Months		2012 vs 2011	
(In thousands)	2012	2011	$	%
Revenues				
Fluids systems and engineering	$ 632,341	$ 577,832	$ 54,509	9%
Mats and integrated services	95,671	81,035	14,636	18%
Environmental services	39,679	35,799	3,880	11%
Total revenues	$ 767,691	$ 694,666	$ 73,025	11%
Operating (loss) income				
Fluids systems and engineering	$ 42,273	$ 65,639	(23,366)	
Mats and integrated services	43,406	41,023	2,383	
Environmental services	10,178	9,558	620	
Corporate office	(16,211)	(17,497)	1,286	
Operating income	$ 79,646	$ 98,723	$ (19,077)	
Segment operating margin				
Fluids systems and engineering	6.7%	11.4%		
Mats and integrated services	45.4%	50.6%		
Environmental services	25.7%	26.7%		

Fluids Systems and Engineering

Revenues

Total revenues for this segment consisted of the following:

	First Nine Months		2012 vs 2011	
(In thousands)	2012	2011	$	%
United States	$ 425,280	$ 393,741	$ 31,539	8%
Canada	36,168	27,972	8,196	29%
Total North America	461,448	421,713	39,735	9%
EMEA	82,955	83,706	(751)	(1%)
Latin America	58,606	57,278	1,328	2%
Asia Pacific	29,332	15,135	14,197	94%
Total	$ 632,341	$ 577,832	$ 54,509	9%

North American revenues increased 9% to $461.4 million in the first nine months of 2012, compared to $421.7 million in the first nine months of 2011, largely attributable to the 4% increase in the North American rig count, along with share gains in Canada. The growth in several North American basins was partially offset by a $24.5 million decline in our completion services and equipment rental revenues in the mid-continent region, which was primarily attributable to increased competition.

Internationally, revenues were up 9% to $170.9 million in the first nine months of 2012, compared to $156.1 million in first nine months of 2011. This increase includes a $14.2 million increase in revenues from our Asia Pacific region following the April 2011 acquisition described above.

Operating Income

Operating income for this segment was $42.3 million, reflecting an operating margin of 6.7% in the first nine months of 2012, compared to $65.6 million and an 11.4% operating margin in the first nine months of 2011. Substantially all of this $23.4 million operating income decline is attributable to our North America operations, despite a $39.7 million increase in revenues. The decline in operating income includes a $12.8 million decrease in the completion services and equipment rental business associated with the $24.5 million revenue decline described above. Due to the relatively fixed nature of operating expenses in this service and equipment rental business unit, the incremental operating income impact from the decline in revenues is higher than what is typically experienced in this segment. In addition, the first nine months of 2012 includes $3.8 million of additional costs associated with the recent ERP system conversion in the U.S. operations. Operating expenses were also elevated during the first nine months of 2012 due to operating cost inefficiencies as customer activities transition away from dry gas regions into oil and liquid-rich regions.

Operating income from our international operations increased $0.7 million on a $14.8 million increase in revenues. Increases from our Asia Pacific and Latin America regions were offset by a decline in the EMEA region. The decline in the EMEA region is primarily attributable to increased salary costs and elevated operating costs during the 2012 transition to new contracts in North Africa.

Mats and Integrated Services

Revenues

Total revenues for this segment consisted of the following:

	First Nine Months		2012 vs 2011	
(In thousands)	2012	2011	$	%
Mat rental and integrated services	$ 46,433	$ 50,385	$ (3,952)	(8%)
Mat sales	49,238	30,650	18,588	61%
Total	$ 95,671	$ 81,035	$ 14,636	18%

Mat rental and integrated services revenues decreased $4.0 million in the first nine months of 2012 compared to the prior year period, as an $18.0 million decline in the Northeast U.S. was partially offset by a $6.1 million increase in the U.S. Gulf Coast and a $5.9 million increase in the Rocky Mountain region, and a $1.5 million increase in our international rental business. Mat sales increased by $18.6 million due to increasing demand for our Durabase™ composite mat products from E&P customers and other industries, including utilities and the U.S. military.

Operating Income

Segment operating income increased by $2.4 million on the $14.6 million increase in revenues, reflecting an incremental margin of 16.3%. The low incremental margin is primarily attributable to the higher mix of mat sales relative to rental activity. Due to the fixed nature of operating expenses in the rental business, including depreciation expense on our rental mat fleet, the decremental margin associated with the decline in rental and integrated service revenues is much higher than the incremental margin associated with the increase in mat sales.

Environmental Services

Revenues

Total revenues for this segment consisted of the following:

	First Nine Months		2012 vs 2011	
(In thousands)	2012	2011	$	%
E&P waste	$ 32,426	$ 27,276	$ 5,150	19%
NORM and industrial waste	7,253	8,523	(1,270)	(15%)
Total	$ 39,679	$ 35,799	$ 3,880	11%

Environmental services revenues increased 11% to $39.7 million in the first nine months of 2012, compared to the first nine months of 2011. E&P waste revenues increased by $5.2 million primarily due to the increased activity in state waters and land oil drilling activities along the U.S. Gulf Coast. NORM and industrial waste revenues declined by $1.3 million, primarily due to the impact of large disposal projects in 2011, which did not recur in 2012.

Operating Income

Operating income for this segment increased by $0.6 million in the first nine months of 2012, compared to the first nine months of 2011, on a $3.9 million increase in revenues, reflecting an incremental margin of 16%.

Corporate Office

Corporate office expenses decreased $1.3 million to $16.2 million in the first nine months of 2012, compared to $17.5 million in first nine months 2011. The decrease is primarily driven by a $2.3 million decline in performance-based employee incentive costs and a $1.0 million decline for transaction related expenses associated with the April 2011 acquisition described above, partially offset by $1.8 million of additional costs associated with the ERP system conversion in our U.S. operations.

Liquidity and Capital Resources

Net cash provided by operating activities during the first nine months of 2012 totaled $80.7 million. Net income adjusted for non-cash items provided $75.4 million of cash during the period, while changes in operating assets and liabilities provided $5.2 million of cash.

Net cash used in investing activities during the first nine months of 2012 was $34.0 million, consisting primarily of $21.3 million in capital expenditures in our fluids systems and engineering segment, including $7.8 million associated with the construction of a new technology center and $12.2 million associated with purchases of equipment at our operating locations. In addition, $6.7 million was used in the mats and integrated services segment for expansion of the mat rental fleet and capacity expansion at our mat manufacturing facility. Net cash used in financing activities during the first nine months of 2012 was $37.0 million, including $35.7 million in repurchases of our outstanding common stock and a payment associated with the one-year earn-out obligation of $11.9 million following the April 2011 acquisition.

We anticipate that our working capital requirements for our operations will decline in the near term due to the expected continued reductions in accounts receivable from the levels at September 30, 2012. We expect total 2012 capital expenditures to range between $40 million to $45 million. We expect our $35.5 million of cash on-hand at September 30, 2012, along with cash generated by operations and availability under our existing credit agreement to be adequate to fund our anticipated capital needs during the next 12 months.

Our capitalization is as follows:

(In thousands)	September 30, 2012	December 31, 2011
Senior Notes	$ 172,500	$ 172,500
Revolving credit facility	28,000	17,000
Other	1,137	2,608
Total	201,637	192,108
Stockholder's equity	513,059	497,846
Total capitalization	$ 714,696	$ 689,954
Total debt to capitalization	28.2%	27.8%

Our financing arrangements include $172.5 million of Senior Notes and a $125.0 million revolving credit facility, of which $28.0 million was outstanding at September 30, 2012. The Senior Notes bear interest at a rate of 4.0% per year, payable semi-annually in arrears on April 1 and October 1 of each year, beginning April 1, 2011. Holders may convert the Senior Notes at their option at any time prior to the close of business on the business day immediately preceding the October 1, 2017 maturity date. The conversion rate is initially 90.8893 shares of our common stock per $1,000 principal amount of Senior Notes (equivalent to an initial conversion price of $11.00 per share of common stock), subject to adjustment in certain circumstances. Upon conversion, the Senior Notes will be settled in shares of our common stock. We may not redeem the Senior Notes prior to their maturity date.

Our revolving credit facility (the "Credit Agreement") provides for a $125 million revolving loan facility available for borrowings and letters of credit and expires in November 2016. Under the terms of the Credit Agreement, we can elect to borrow at an interest rate either based on LIBOR plus a margin based on our consolidated leverage ratio, ranging from 175 to 300 basis points, or at an interest rate based on the greatest of: (a) prime rate, (b) the federal funds rate in effect plus 50 basis points, or (c) the Eurodollar rate for a Eurodollar Loan with a one-month interest period plus 100 basis points, in each case plus a margin ranging from 75 to 200 basis points. The applicable margin on LIBOR borrowings on September 30, 2012 was 200 basis points. In addition, we are required to pay a commitment fee on the unused portion of the Credit Agreement of 37.5 basis points. The Credit Agreement contains customary financial and operating covenants, including a consolidated leverage ratio, a senior secured leverage ratio and an interest coverage ratio. We were in compliance with these covenants as of September 30, 2012.

At September 30, 2012, $28.0 million was outstanding under the Credit Agreement, and $10.1 million in letters of credit were issued and outstanding under the Credit Agreement, leaving $86.9 million of availability at September 30, 2012. Additionally, we had $0.1 million in letters of credit outstanding relating to foreign operations.

The Credit Agreement is a senior secured obligation, secured by first liens on all of our U.S. tangible and intangible assets, including our accounts receivable and inventory. Additionally, a portion of the capital stock of our non-U.S. subsidiaries has also been pledged as collateral.

Critical Accounting Estimates

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America, which requires us to make assumptions, estimates and judgments that affect the amounts reported. We periodically evaluate our estimates and judgments related to uncollectible accounts and notes receivable, customer returns, reserves for obsolete and slow moving inventory, impairments of long-lived assets, including goodwill and other intangibles and our valuation allowance for deferred tax assets. Our estimates are based on historical experience and on our future expectations that we believe to be reasonable. The combination of these factors forms the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from our current estimates and those differences may be material.

For additional discussion of our critical accounting estimates and policies, see “Management's Discussion and Analysis of Financial Condition and Results of Operations” included in our Annual Report on Form 10-K for the year ended December 31, 2011. Our critical accounting policies have not changed materially since December 31, 2011.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risk from changes in interest rates and changes in foreign currency rates. A discussion of our primary market risk exposure in financial instruments is presented below.

Interest Rate Risk

At September 30, 2012, we had total debt outstanding of $201.6 million, including $172.5 million of borrowings under our Senior Notes, bearing interest at a fixed rate of 4.0%. Variable rate debt totaled $29.1 million which included $28.0 million outstanding under our revolving credit facility and $1.1 million of borrowings under foreign bank lines of credit. At the September 30, 2012 balance, a 200 basis point increase in market interest rates during 2012 would cause our annual interest expense to increase approximately $0.6 million.

Foreign Currency

Our principal foreign operations are conducted in certain areas of EMEA, Brazil, Asia Pacific, Canada, U.K. and Mexico. We have foreign currency exchange risks associated with these operations, which are conducted principally in the foreign currency of the jurisdictions in which we operate which include European euros, Australian dollars, Canadian dollars and Brazilian reais. Historically, we have not used off-balance sheet financial hedging instruments to manage foreign currency risks when we enter into a transaction denominated in a currency other than our local currencies because the dollar amount of these transactions has not warranted our using hedging instruments.

ITEM 4. Controls and Procedures

Evaluation of disclosure controls and procedures

Based on their evaluation of our disclosure controls and procedures as of the end of the period covered by this report, our Chief Executive Officer and Chief Financial Officer have concluded that the disclosure controls and procedures were effective as of September 30, 2012, the end of the period covered by this quarterly report.

Changes in internal control over financial reporting

There has been no change in internal control over financial reporting during the quarter ended September 30, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. Legal Proceedings

The information set forth in the legal proceedings section of “Note 8, Commitments and Contingencies,” to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q is incorporated by reference into this Item 1.

ITEM 1A. Risk Factors

There have been no material changes during the period ended September 30, 2012 in our “Risk Factors” as discussed in Item 1A to our Annual Report on Form 10-K for the year ended December 31, 2011.

ITEM 2. **Unregistered Sales of Equity Securities and Use of Proceeds**

(a) Not applicable

(b) Not applicable

(c) The following table details our repurchases of shares of our common stock, for the three months ended September 30, 2012:

Period	Total Number of Shares Purchased (1)	Average Price per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet be Purchased Under Plans or Programs (2)
July1 - 31, 2012	956,458	$ 6.04	956,458	$19.9 million
August 1 - 31, 2012	3,690	5.85	-	$19.9 million
September 1 - 30, 2012	684,000	7.41	684,000	$14.8 million
Total	1,644,148	$ 6.61	1,640,458	

(1) During the three months ended September 30, 2012, we purchased an aggregate of 3,690 shares surrendered in lieu of taxes under vesting of restricted stock awards.

(2) The value of shares that may be repurchased reflects the value available under the program approved by our Board of Directors in February 2012, which was a new stock repurchase program of up to $50 million of outstanding common stock.

ITEM 3. Defaults Upon Senior Securities

Not applicable.

ITEM 4. Mine Safety Disclosures

The information concerning mine safety violations and other regulatory matters required by section 1503 (a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K is included in Exhibit 95.1 of this Quarterly Report on Form 10-Q, which is incorporated by reference.

ITEM 5. Other Information

None

ITEM 6. Exhibits

31.1	Certification of Paul L. Howes pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Gregg S. Piontek pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Paul L. Howes pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Gregg S. Piontek pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
95.1	Reporting requirements under the Mine Safety and Health Administration.
*101.INS	XBRL Instance Document
*101.SCH	XBRL Schema Document
*101.CAL	XBRL Calculation Linkbase Document
*101.LAB	XBRL Label Linkbase Document
*101.PRE	XBRL Presentation Linkbase Document
*101.DEF	XBRL Definition Linkbase Document

* Furnished with this Form 10-Q, not filed

NEWPARK RESOURCES, INC.

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: October 26, 2012

NEWPARK RESOURCES, INC.

By: /s/ Paul L. Howes
Paul L. Howes, President and
Chief Executive Officer
(Principal Executive Officer)

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

EXHIBIT INDEX

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EXHIBIT 31.1

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Paul L. Howes, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Newpark Resources, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: October 26, 2012

/s/ Paul L. Howes
Paul L. Howes, President and Chief Executive Officer

EXHIBIT 31.2

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Gregg S. Piontek, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Newpark Resources, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 26, 2012

/s/ Gregg S. Piontek

Gregg S. Piontek, Vice President and
Chief Financial Officer

EXHIBIT 32.1

Certification
Pursuant to 18 U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q for the period ended September 30, 2012, of Newpark Resources, Inc. (the “Company”), as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Paul L. Howes, President and Chief Executive Officer (Principal Executive Officer) of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 26, 2012

/s/ Paul L. Howes

Paul L. Howes, President and Chief Executive Officer

Certification
Pursuant to 18 U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q for the period ended September 30, 2012, of Newpark Resources, Inc. (the “Company”), as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Gregg S. Piontek, Vice President and Chief Financial Officer (Principal Financial Officer) of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 26, 2012

/s/ Gregg S. Piontek
Gregg S. Piontek, Vice President and
Chief Financial Officer

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), each operator of a coal or other mine is required to include certain mine safety results in its periodic reports filed with the Securities and Exchange Commission (“SEC”). While we have disputed that certain operations of our subsidiary, Excalibar Minerals LLC (“Excalibar”), are subject to the jurisdiction of the Mine Safety and Health Administration (“MSHA”), we are providing below the required mine safety data for the four specialized barite and calcium carbonate grinding facilities operated by Excalibar that are subject to the regulation by MSHA under the Federal Mine Safety and Health Act of 1977 (the “Mine Act”).

As required by the reporting requirements regarding mine safety in Section 1503 of the Dodd-Frank Act and the SEC’s final rules promulgated thereunder, the table below presents the following information for the three months ended September 30, 2012 for each of the specialized facilities operated by our subsidiary:

(a) The total number of Mine Act Section 104 significant and substantial citations received, which are for alleged violations of a mining safety standard or regulation where there exists a reasonable likelihood that the hazard could result in an injury or illness of a reasonably serious nature;

(b) The total number of Mine Act Section 104(b) orders received, which are for an alleged failure to totally abate the subject matter of a Mine Act Section 104(a) citation within the period specified in the citation;

(c) The total number of Mine Act Section 104(d) citations and orders received, which are for an alleged unwarrantable failure to comply with a mining safety standard or regulation;

(d) The total number of flagrant violations under Section 110(b)(2) of the Mine Act received;

(e) The total number of imminent danger orders issued under Section 107(a) of the Mine Act;

(f) The total dollar value of proposed assessments from MSHA under the Mine Act;

(g) The total number of mining-related fatalities;

(h) Mine Act Section 104(e) written notices for an alleged pattern of violations of mandatory health or safety standards that are of such nature as could have significantly and substantially contributed to the cause and effect of a coal mine health or safety hazard, or the potential to have such a pattern; and

(i) The total number of pending legal actions before the Federal Mine Safety and Health Review Commission as required by Section 1503(a)(3) of the Dodd-Frank Act. The number of legal actions pending as of September 30, 2012 that are:

(1)	contests of citations and orders referenced in Subpart B of 29 CFR Part 2700:	0
(2)	contests of proposed penalties referenced in Subpart C of 29 CFR Part 2700:	0
(3)	complaints for compensation referenced in Subpart D of 29 CFR Part 2700:	0
(4)	complaints of discharge, discrimination or interference referenced in Subpart E of 29 CFR Part 2700:	0
(5)	applications for temporary relief referenced in Subpart F of 29 CFR Part 2700:	0
(6)	appeals of judges’ decisions or orders to the Federal Mine Safety and Health Review Commission referenced in Subpart H of 29 CFR Part 2700:	0

For the Three Months Ended September 30, 2012

Mine or Operating Name/MSHA Identification Number	(A) Section 104 S&S Citations (#)	(B) Section 104(b) Orders (#)	(C) Section 104(d) Citations and Orders (#)	(D) Section 110(b)(2) Violations (#)	(E) Section 107(a) Orders (#)	(F) Total Dollar Value of MSHA Assessments Proposed (#)	(G) Total Number of Mining Related Fatalities (#)	(H) Received Notice of Pattern of Violations Under Section 104(e) (yes/no)	(H) Received Notice of Potential to Have Pattern Under Section 104(e) (yes/no)	(I) Legal Actions Pending as of Last Day of Period (#)	(J) Legal Actions Initiated During Period (#)	(K) Legal Actions Resolved During Period (#)
Houston Plant /41-04449	7	–	–	–	–	$1,274.00	–	No	No	–	–	–
Dyersburg Plant / 40-03183	–	–	–	–	–	–	–	No	No	–	–	–
Excalibar Minerals (New Iberia Plaint) / 16-01302	–	–	–	–	–	–	–	No	No	–	–	–
Corpus Christ Plant / 41-04002	–	–	–	–	–	–	–	No	No	–	–	–
Collins Gulch Gravel Pit	–	–	–	–	–	–	–	No	No	–	–	–

In evaluating the above information regarding mine safety and health, investors should take into account factors such as (i) the number of citations and orders will vary depending on the size of the coal mine or facility, (ii) the number of citations issued will vary from inspector-to-inspector and mine-to-mine, and (iii) citations and orders can be contested and appealed, and in that process, may be reduced in severity and amount, and are sometimes dismissed.