

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): September 17, 2019



Newpark Resources, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-02960
(Commission File Number)

72-1123385
(I.R.S. Employer Identification No.)

9320 Lakeside Boulevard, Suite 100
The Woodlands, Texas
(Address of principal executive offices)

77381
(Zip Code)

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

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	NR	New York Stock Exchange

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

Emerging growth company

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

Item 7.01. Regulation FD Disclosure.

Newpark Resources, Inc. (the "Company") has prepared presentation materials (the "Presentation Materials") that management intends to use from time to time, on September 17, 2019, and thereafter, in presentations about the Company's operations and performance. The Company may use the Presentation Materials, possibly with modifications, in presentations to

current and potential investors, lenders, creditors, insurers, vendors, customers, employees, and others with an interest in the Company and its business.

The information contained in the Presentation Materials is summary information that should be considered in the context of the Company's filings with the Securities and Exchange Commission and other public announcements that the Company may make by press release or otherwise from time to time. The Presentation Materials speak as of the date of this Current Report on Form 8-K. While the Company may elect to update the Presentation Materials in the future or reflect events and circumstances occurring or existing after the date of this Current Report on Form 8-K, the Company specifically disclaims any obligation to do so. The Presentation Materials are furnished as Exhibit 99.1 to this Current Report on Form 8-K and are incorporated herein by reference. The Presentation Materials will also be posted in the Investor Information section of the Company's website, <http://www.newpark.com> for up to 90 days.

The information referenced under Item 7.01 (including Exhibit 99.1 referenced in Item 9.01 below) of this Current Report on Form 8-K is being "furnished" under "Item 7.01. Regulation FD Disclosure" and, as such, shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section. The information set forth in this Current Report on Form 8-K (including Exhibit 99.1 referenced in Item 9.01 below) shall not be incorporated by reference into any registration statement, report or other document filed by the Company pursuant to the Securities Act of 1933, as amended (the "Securities Act"), except as shall be expressly set forth by specific reference in such filing.

Use of Non-GAAP Financial Information

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

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

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Q2 Presentation Materials
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWPARK RESOURCES, INC.
(Registrant)

Date: September 17, 2019

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



NEWPARK RESOURCES PRESENTATION



SEPTEMBER 2019

FORWARD LOOKING STATEMENTS

This presentation contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. All statements other than statements of historical facts are forward-looking statements. Words such as “will,” “may,” “could,” “would,” “should,” “anticipates,” “believes,” “estimates,” “expects,” “plans,” “intends,” and similar expressions are intended to identify these forward-looking statements but are not the exclusive means of identifying them. These statements are not guarantees that our expectations will prove to be correct 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, 2018, as well as others, could cause actual plans or 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; our international operations; our ability to attract, retain and develop qualified leaders, key employees and skilled personnel; the availability of raw materials; our cost and continued availability of borrowed funds, including noncompliance with debt covenants; operating hazards present in the oil and natural gas industry and substantial liability claims, including catastrophic well incidents; our ability to execute our business strategy and make successful business acquisitions and capital investments; our market competition; our contracts that can be terminated or downsized by our customers without penalty; our product offering expansion; our compliance with legal and regulatory matters, including environmental regulations; our legal compliance; material weaknesses in our internal control over financial reporting; the inherent limitations of insurance coverage; income taxes; the potential impairments of goodwill and long-lived intangible assets; technological developments in our industry; severe weather and seasonality; cybersecurity breaches or business system disruptions; and fluctuations in the market value of our publicly traded securities. We assume no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities laws. 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.

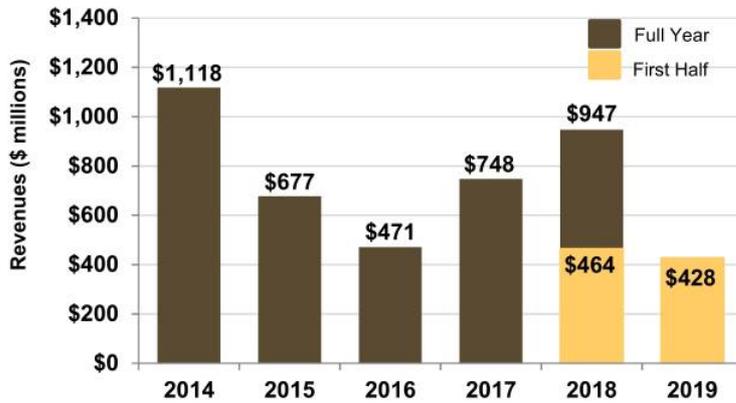


NON-GAAP FINANCIAL MEASURES

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



Consolidated Revenues



- Newpark’s value-proposition is driven by a focus on providing leading technology that reduces customer’s total operating costs, risk, and environmental impact. Two operating segments:

Fluids Systems

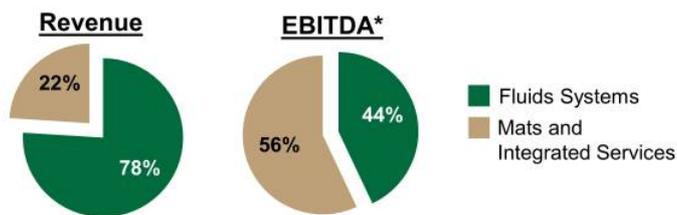
3rd largest global provider of drilling and completions fluids chemistry to oil and gas exploration industry**

Mats and Integrated Services

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

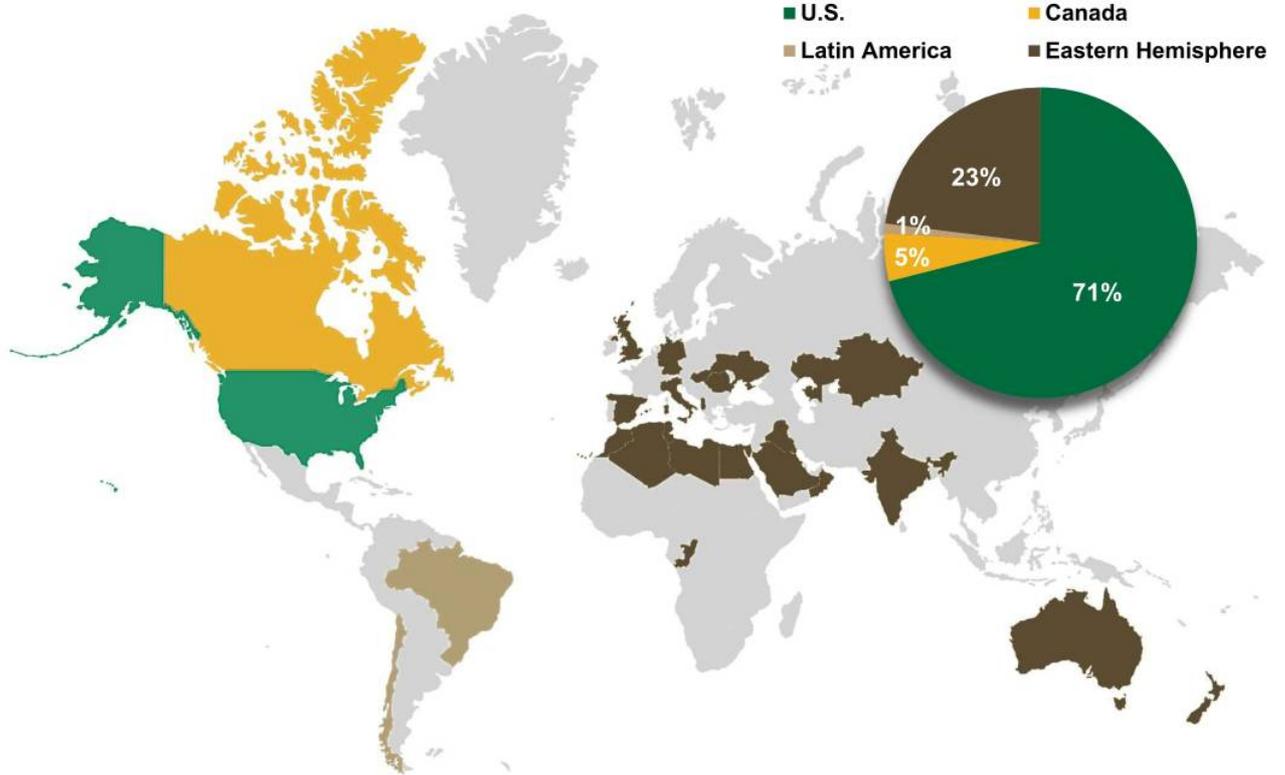
- Oil and gas exploration
- Energy infrastructure
 - Electrical transmission and distribution
 - Pipeline
- Construction and other general access

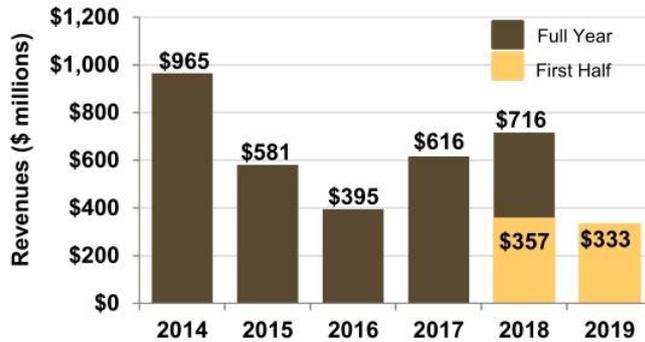
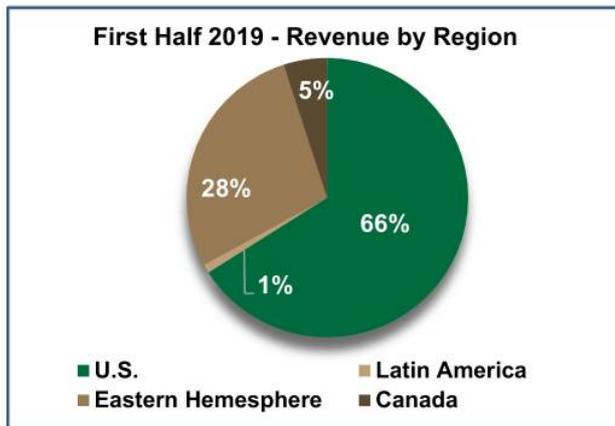
First Half 2019 - Breakdown by Segment



* EBITDA is a non-GAAP financial measure. See reconciliation to the most comparable GAAP measure in the Appendix to this presentation. EBITDA contribution % based on Segment EBITDA and excludes Corporate Office expenses.
 ** Source: 2018 Oilfield Market Report, Spears & Associates, Inc.

First Half 2019 - Revenue by Region



Total Segment Revenues

First Half 2019 - Revenue by Region


- **Expanding IOC & NOC relationships have been key to global market share growth:**

- Newpark share positioned #3 globally, #2 North America*
- Nearly 1/3 of segment revenues generated from IOC/NOC customer base; this remains a key opportunity for further share growth

- **Awarded Shell Oil's global *Well Services Supplier of the Year* for 2018, for service companies under 100,000 operating hours**

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

- **Targeted growth markets, along with capital-light nature of business are key to driving improvement in returns**

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

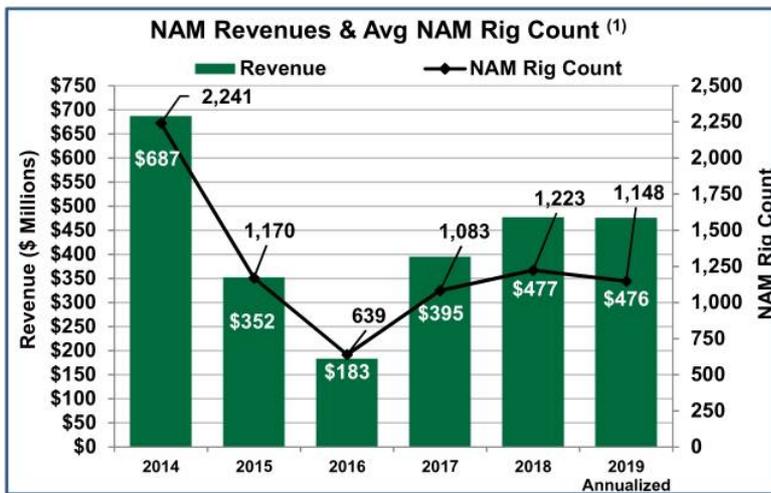
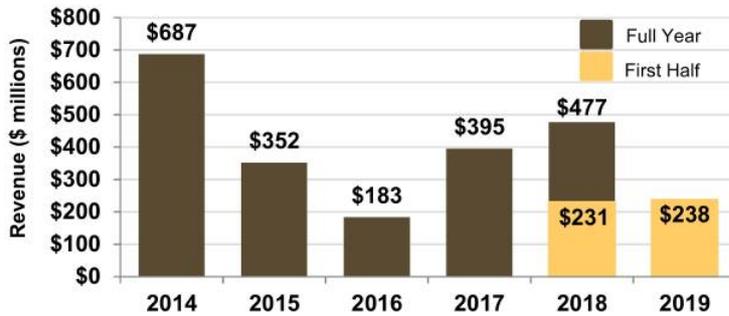
EVOLUUTION™

KRONOS™

Developing Total Fluids Solutions

- **Our focus on sustainability** is a driving force behind breakthroughs in our Evolution high performance water-based drilling fluid systems, which offer environmentally-sound solutions to the rigorous operational demands of today's most challenging wells
- **Innovative reservoir drill-in fluids (RDF) and associated breakers** to protect the reservoir from damage and extend the life of the reservoir asset
- **Hydraulic fracturing and matrix acidizing chemicals** designed with an understanding of reservoir-fluid interactions and engineered to maximize reservoir estimated ultimate recovery (EUR) at the lowest cost
- **Engineering modeling and simulation software** for effective planning and flawless execution of fluid applications

North American Revenues



(1) Source: BHGE

■ **Revenue recovery has outperformed industry rig counts, driven primarily by market share expansion, entry into Gulf of Mexico, and increases in drilled footage per rig**

- Following several years of share expansion, hold #2 drilling fluids market share position in U.S. land*
- 2019 revenue growth driven primarily by deepwater Gulf of Mexico penetration

■ **Expanding product offering in 2019, providing *Total Fluids Solutions* for customers**

- Gulf of Mexico Completion Fluids facility operational Q1 2019
- NAM land Stimulation Chemicals commercialization underway

*Source: Kimberlite International Oilfield Research, Sep 2018

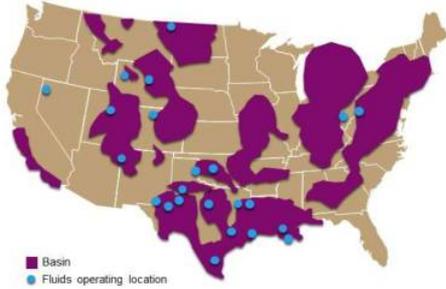
Manufacturing



Technical



Distribution



- **Expansion capitalizes upon existing Fluids Systems infrastructure, expertise and market credibility**

Deepwater Gulf of Mexico

- Building upon initial success, market share expanding with additional deepwater rigs in 2019; presence expanding to four rigs in Q3 2019
- With completion fluids facility operational in Q1 2019, received first combin. drilling / completions award; with wells to be completed in second half 2019

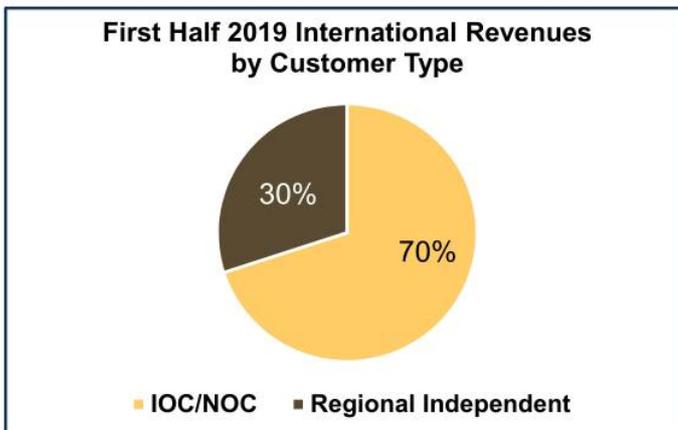
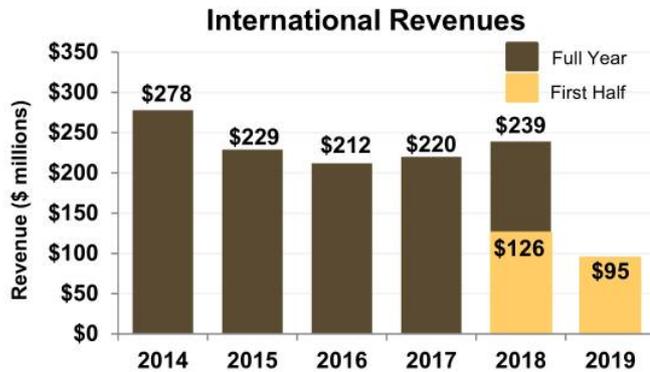
Stimulation Chemicals

- 47%* of US chemical purchases de-bundled from horsepower, translating to addressable market of ~\$3 billion annually
- Successful field trial with leading independent operator in Q1 led to first U.S. stimulation chemical revenues in Q2; qualification process continues with several operators

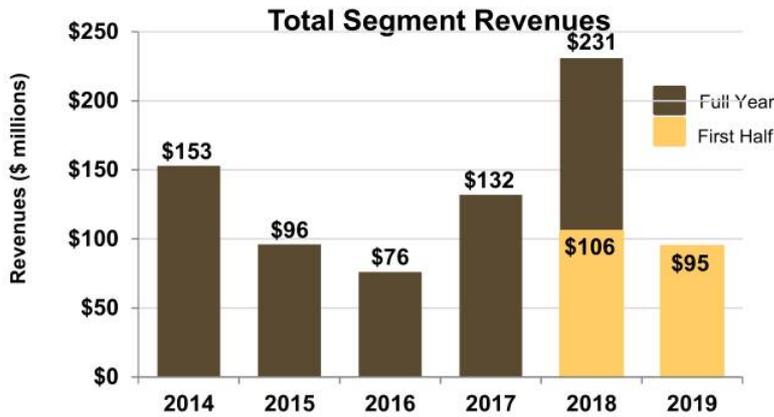
*Source: Kimberliffe International Oilfield Research, 2018

GOM Shorebase





- **Strong IOC/NOC presence has been key to revenue and profitability stability through the industry cycle**
- **International IOC/NOC contract stability impact by:**
 - Longer term contracts
 - Fewer competitors
- **International presence remains key to our strategy, as we seek to further leverage growing IOC/NOC relationships globally**
- **Key contract awards**
 - Kuwait (KOC)
 - Algeria (Sonatrach)
 - Albania (Shell)
 - Australia (Woodside)
- **Revenue reduction in first half of 2019 resulted primarily from contract transitions in Algeria and Brazil**



■ **Leading provider of engineered worksite and access solutions, where our systems:**

- Reduce customer operating costs
- Reduce customer execution risk
- Improve environmental sustainability

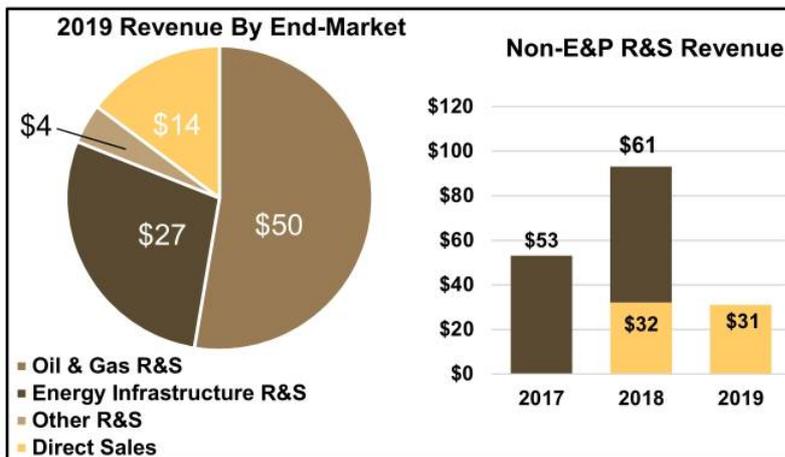
■ **Revenues include Rentals & Service (R&S), as well as Sales of manufactured products**

- 2017 acquisition significantly expanded service revenues

■ **Although early in Energy Infrastructure market penetration effort, non-E&P end markets contributed nearly half of segment revenue in the first half of 2019!**

■ **Key competitive advantages**

- Service capabilities
- Size of composite mat rental fleet
- Low-cost manufacturing
- Patent technology
- R&D expertise



**Superior
Quality****Transportation,
Install, and
Remediation
Efficiency****Enhanced
Environmental
Sustainability &
Safety****Scale and
Responsiveness**

Exploration & Production



SIZE

PENETRATION

HISTORY

Energy Infrastructure - Pipeline



SIZE

PENETRATION

HISTORY

Energy Infrastructure – Utility T&D



SIZE

PENETRATION

HISTORY

Construction & Other General Access



SIZE

PENETRATION

HISTORY


EPZ Grounding System

Safety Railings

Pedestrian Access Ramp

Mobile Mat Washing System

Above Ground Storage Tank

Stronghold Berms

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

EPZ Grounding System

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

Mobile Mat Washer

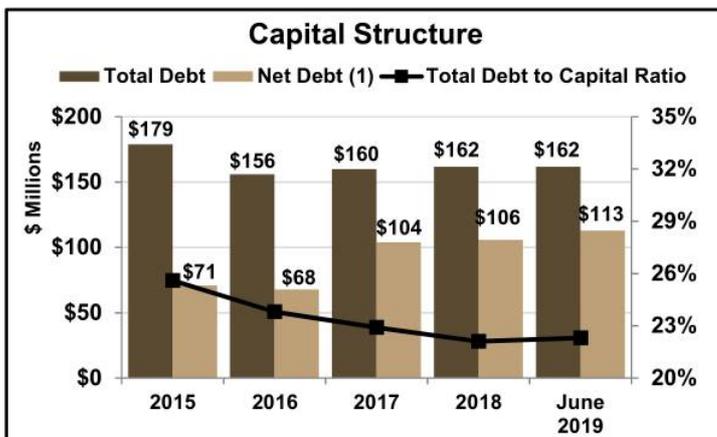
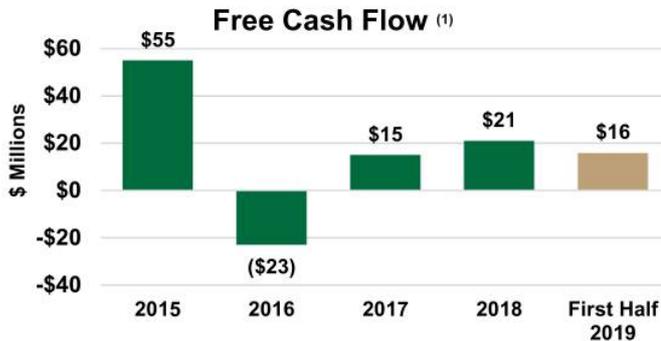
- Automated system provides efficient mat cleaning on customer sites
- Reduces labor costs
- Environmental benefits include reduced water consumption and improved separation of contaminants

Modular Above Ground Storage Tank (AST)

- Utilizing DURA-BASE® matting, modular design enables multiple size configurations to support site design limitations
- Available in various capacity configurations up to industry-leading 80,000 Bbl. max capacity
- Re-deployable as roadway or access pad

Accessories

- Safety railing
- Pedestrian access ramps
- Secondary containment
 - Berms
 - Liners



- Generating consistent positive free cash flow while funding strategic growth initiatives
- Maintained modest debt burden through the cycle

Short-Term Focus

- Continue repatriation of available foreign cash
- Ongoing efforts to optimize working capital to further enhance free cash flow generation

Long-Term Strategic Focus

- Pursue Energy Infrastructure R&S market expansion in Mats
- Continue selective strategic investments in Fluids
 - IOC/NOC penetration
 - Synergistic expansion of product offering leverage global footprint

(1) Free Cash Flow and Net Debt are non-GAAP financial measures. See reconciliations to the most comparable GAAP measures in the Appendix to this presentation.

APPENDIX



CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended			Six Months Ended	
	June 30, 2019	March 31, 2019	June 30, 2018	June 30, 2019	June 30, 2018
(In thousands, except per share data)					
Revenues	\$ 216,412	\$ 211,473	\$ 236,262	\$ 427,885	\$ 463,555
Cost of revenues	177,933	174,976	188,480	352,909	374,935
Selling, general and administrative expenses	28,037	30,742	28,708	58,779	55,662
Other operating (income) loss, net	(472)	76	(69)	(396)	(23)
Operating income	10,914	5,679	19,143	16,593	32,981
Foreign currency exchange (gain) loss	990	(1,062)	458	(72)	683
Interest expense, net	3,523	3,656	3,691	7,179	6,991
Income before income taxes	6,401	3,085	14,994	9,486	25,307
Provision for income taxes	2,095	1,803	4,148	3,898	7,239
Net income	\$ 4,306	\$ 1,282	\$ 10,846	\$ 5,588	\$ 18,068
Calculation of EPS:					
Net income - basic and diluted	\$ 4,306	\$ 1,282	\$ 10,846	\$ 5,588	\$ 18,068
Weighted average common shares outstanding - basic	89,806	90,111	89,703	89,958	89,400
Dilutive effect of stock options and restricted stock awards	1,900	2,267	2,823	2,082	2,730
Dilutive effect of 2021 Convertible Notes	-	-	1,265	-	636
Weighted average common shares outstanding - diluted	91,706	92,378	93,791	92,040	92,766
Net income per common share - basic:	\$ 0.05	\$ 0.01	\$ 0.12	\$ 0.06	\$ 0.20
Net income per common share - diluted:	\$ 0.05	\$ 0.01	\$ 0.12	\$ 0.06	\$ 0.19

(In thousands)	Three Months Ended			Six Months Ended	
	June 30, 2019	March 31, 2019	June 30, 2018	June 30, 2019	June 30, 2018
Revenues					
Fluids systems	\$ 172,544	\$ 160,653	\$ 179,738	\$ 333,197	\$ 357,117
Mats and integrated services	43,868	50,820	56,524	94,688	106,438
Total revenues	<u>\$ 216,412</u>	<u>\$ 211,473</u>	<u>\$ 236,262</u>	<u>\$ 427,885</u>	<u>\$ 463,555</u>
Operating income (loss) ⁽¹⁾					
Fluids systems	\$ 12,184	\$ 3,874	\$ 13,327	\$ 16,058	\$ 23,804
Mats and integrated services	9,276	13,538	14,853	22,814	26,939
Corporate office	(10,546)	(11,733)	(9,037)	(22,279)	(17,762)
Total operating income	<u>\$ 10,914</u>	<u>\$ 5,679</u>	<u>\$ 19,143</u>	<u>\$ 16,593</u>	<u>\$ 32,981</u>
Segment operating margin					
Fluids systems	7.1%	2.4%	7.4%	4.8%	6.7%
Mats and integrated services	21.1%	26.6%	26.3%	24.1%	25.3%

(1) Corporate office and Fluids Systems operating income (loss) for the three months ended March 31, 2019 includes charges of \$3.4 million and \$1.1 million, respectively, related to the modification of the Company's retirement policy and severance costs.



CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(In thousands, except share data)	June 30, 2019	December 31, 2018
ASSETS		
Cash and cash equivalents	\$ 49,035	\$ 56,118
Receivables, net	249,197	254,394
Inventories	193,464	196,896
Prepaid expenses and other current assets	23,671	15,904
Total current assets	515,367	523,312
Property, plant and equipment, net	316,597	316,293
Operating lease assets	27,365	-
Goodwill	43,889	43,832
Other intangible assets, net	23,285	25,160
Deferred tax assets	4,632	4,516
Other assets	3,363	2,741
Total assets	\$ 934,498	\$ 915,854
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current debt	\$ 5,657	\$ 2,522
Accounts payable	96,359	90,607
Accrued liabilities	42,205	48,797
Total current liabilities	144,221	141,926
Long-term debt, less current portion	156,655	159,225
Noncurrent operating lease liabilities	21,850	-
Deferred tax liabilities	36,936	37,486
Other noncurrent liabilities	8,707	7,536
Total liabilities	368,369	346,173
Common stock, \$0.01 par value (200,000,000 shares authorized and 106,696,719 and 106,362,991 shares issued, respectively)	1,067	1,064
Paid-in capital	618,626	617,276
Accumulated other comprehensive loss	(67,873)	(67,673)
Retained earnings	153,395	148,802
Treasury stock, at cost (16,858,005 and 15,530,952 shares, respectively)	(139,086)	(129,788)
Total stockholders' equity	566,129	569,681
Total liabilities and stockholders' equity	\$ 934,498	\$ 915,854



CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(In thousands)	Six Months Ended June 30,	
	2019	2018
Cash flows from operating activities:		
Net income	\$ 5,588	\$ 18,068
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization	23,070	22,755
Stock-based compensation expense	6,874	4,848
Provision for deferred income taxes	(1,514)	243
Net provision for doubtful accounts	789	1,229
Gain on sale of assets	(5,128)	(371)
Amortization of original issue discount and debt issuance costs	2,973	2,643
Change in assets and liabilities:		
(Increase) decrease in receivables	6,583	(1,185)
(Increase) decrease in inventories	3,868	(21,459)
Increase in other assets	(5,058)	(3,417)
Increase in accounts payable	6,207	6,659
Decrease in accrued liabilities and other	(10,012)	(9,326)
Net cash provided by operating activities	34,240	20,687
Cash flows from investing activities:		
Capital expenditures	(23,866)	(24,458)
Proceeds from sale of property, plant and equipment	5,708	920
Refund of proceeds from sale of a business	-	(13,974)
Business acquisitions, net of cash acquired	-	(249)
Net cash used in investing activities	(18,158)	(37,761)
Cash flows from financing activities:		
Borrowings on lines of credit	135,952	203,716
Payments on lines of credit	(141,317)	(171,796)
Debt issuance costs	(917)	(11)
Proceeds from employee stock plans	1,090	3,700
Purchases of treasury stock	(17,365)	(3,074)
Other financing activities	2,758	2,515
Net cash provided by financing activities	(19,799)	35,050
Effect of exchange rate changes on cash	(125)	(2,926)
Net increase (decrease) in cash, cash equivalents, and restricted cash	(3,842)	15,050
Cash, cash equivalents, and restricted cash at beginning of period	64,266	65,460
Cash, cash equivalents, and restricted cash at end of period	<u>\$ 60,424</u>	<u>\$ 80,510</u>

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Consolidated (In thousands)	Twelve Months Ended December 31,					Six Months Ended
	2014	2015	2016	2017	2018	June 30, 2019
Net income (loss) (GAAP) (1)	\$ 102,278	\$ (90,828)	\$ (40,712)	\$ (6,148)	\$ 32,281	\$ 5,588
(Gain) loss from disposal of discontinued operations, net of tax	(22,117)	-	-	17,367	-	-
(Income) from discontinued operations, net of tax	(1,152)	-	-	-	-	-
Interest expense, net	10,431	9,111	9,866	13,273	14,864	7,179
Provision (benefit) for income taxes	41,048	(21,398)	(24,042)	4,893	14,997	3,898
Depreciation and amortization	41,175	43,917	37,955	39,757	45,899	23,070
EBITDA (non-GAAP) (1)	<u>\$ 171,663</u>	<u>\$ (59,198)</u>	<u>\$ (16,933)</u>	<u>\$ 69,142</u>	<u>\$ 108,041</u>	<u>\$ 39,735</u>

(1) 2019 net income and EBITDA include \$4.0 million of charges associated with the modification of the Company's retirement policy and \$0.5 million related to severance costs. 2018 net income and EBITDA include \$6.8 million of charges, including \$2.0 million consisting primarily of severance costs, a corporate office charge of \$1.8 million related to the retirement and transition of our Senior Vice President, General Counsel and Chief Administrative Officer, \$1.1 million of charges in Brazil primarily related to severance costs associated with our planned workforce reductions in the fourth quarter of 2018 in connection with the scheduled completion of the current contract with Petrobras, \$1.1 million of non-capitalizable expenses related to the conversion of a drilling fluids facility into a completion fluids facility, and \$0.8 million of charges related to the July 2018 fire at our Kenedy, Texas drilling fluids facility. 2016 net loss and EBITDA include \$13.8 million of charges associated with asset impairments and workforce reductions partially offset by gains for extinguishment of debt and adjustment for settlement of wage and hour litigation. 2015 net loss and EBITDA include \$88.7 million of charges associated with goodwill and other asset impairments, workforce reductions and estimated resolution of wage and hour litigation.



NON-GAAP FINANCIAL MEASURES (UNAUDITED)

Fluids Systems (In thousands)	Twelve Months Ended December 31,					Six Months Ended June 30,
	2014	2015	2016	2017	2018	2019
Operating income (loss) (GAAP) (2)	\$ 95,600	\$ (86,770)	\$ (43,631)	\$ 27,580	\$ 40,337	\$ 16,058
Depreciation and amortization	22,934	22,108	20,746	21,566	20,922	10,277
EBITDA (non-GAAP) (2)	118,534	(64,662)	(22,885)	49,146	61,259	26,335
Revenues	965,049	581,136	395,461	615,803	715,813	333,197
Operating Margin (GAAP)	9.9%	-14.9%	-11.0%	4.5%	5.6%	4.8%
EBITDA Margin (non-GAAP)	12.3%	-11.1%	-5.8%	8.0%	8.6%	7.9%

(2) 2019 Fluids Systems operating income and EBITDA include \$1.1 million of charges associated with the modification of the Company's retirement policy and severance costs. 2018 Fluids Systems operating income and EBITDA include \$4.9 million of charges, including \$2.0 million consisting primarily of severance costs, \$1.1 million of charges in Brazil primarily related to severance costs associated with our planned workforce reductions in the fourth quarter of 2018 in connection with the scheduled completion of the current contract with Petrobras, \$1.1 million of non-capitalizable expenses related to the conversion of a drilling fluids facility into a completion fluids facility, and \$0.8 million of charges related to the July 2018 fire at our Kenedy, Texas drilling fluids facility. 2016 Fluids Systems operating income and EBITDA include \$15.6 million of charges associated with asset impairments and workforce reductions. 2015 Fluids Systems operating income and EBITDA include \$82.7 million of charges associated with goodwill and other asset impairments and workforce reductions.

Mats and Integrated Services (In thousands)	Twelve Months Ended December 31,					June 30,
	2014	2015	2016	2017	2018	2019
Operating income (loss) (GAAP) (3)	\$ 70,526	\$ 24,949	\$ 14,741	\$ 40,491	\$ 60,604	\$ 22,814
Depreciation and amortization	15,507	18,869	14,227	14,991	21,321	10,774
EBITDA (non-GAAP) (3)	86,033	43,818	28,968	55,482	81,925	33,588
Revenues	153,367	95,729	76,035	131,960	230,735	94,688
Operating Margin (GAAP)	46.0%	26.1%	19.4%	30.7%	26.3%	24.1%
EBITDA Margin (non-GAAP)	56.1%	45.8%	38.1%	42.0%	35.5%	35.5%

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

The following table reconciles the Company's net cash provided by operating activities calculated in accordance with GAAP to the non-GAAP financial measure of the Company's free cash flow:

Consolidated (In thousands)	December 31,					June 30,
	2014	2015	2016	2017	2018	2019
Net cash provided by operating activities (GAAP)	\$ 89,173	\$ 121,517	\$ 11,095	\$ 38,381	\$ 63,403	\$ 34,240
Capital expenditures	(106,973)	(69,404)	(38,440)	(31,371)	(45,141)	(23,866)
Proceeds from sale of property, plant and equipment	3,205	2,523	4,540	7,747	2,612	5,708
Free Cash Flow (non-GAAP)	<u>\$ (14,595)</u>	<u>\$ 54,636</u>	<u>\$ (22,805)</u>	<u>\$ 14,757</u>	<u>\$ 20,874</u>	<u>\$ 16,082</u>

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

Consolidated	December 31,					June 30,
(In thousands)	2014	2015	2016	2017	2018	2019
Current debt	\$ 11,648	\$ 7,382	\$ 83,368	\$ 1,518	\$ 2,522	\$ 5,657
Long-term debt, less current portion	170,462	171,211	72,900	158,957	159,225	156,655
Total Debt	182,110	178,593	156,268	160,475	161,747	162,312
Total stockholders' equity	625,458	520,259	500,543	547,480	569,681	566,129
Total Capital	\$ 807,568	\$ 698,852	\$ 656,811	\$ 707,955	\$ 731,428	\$ 728,441
Ratio of Total Debt to Capital	22.6%	25.6%	23.8%	22.7%	22.1%	22.3%
Total Debt	\$ 182,110	\$ 178,593	\$ 156,268	\$ 160,475	\$ 161,747	\$ 162,312
Less: cash and cash equivalents	(85,052)	(107,138)	(87,878)	(56,352)	(56,118)	(49,035)
Net Debt	97,058	71,455	68,390	104,123	105,629	113,277
Total stockholders' equity	625,458	520,259	500,543	547,480	569,681	566,129
Total Capital, Net of Cash	\$ 722,516	\$ 591,714	\$ 568,933	\$ 651,603	\$ 675,310	\$ 679,406
Ratio of Net Debt to Capital	13.4%	12.1%	12.0%	16.0%	15.6%	16.7%

Paul Howes	President & Chief Executive Officer
Gregg Piontek	Senior Vice President & Chief Financial Officer
Chip Earle	Vice President, General Counsel, Chief Administrative Officer, Chief Compliance Officer & Corporate Secretary
David Paterson	President <i>Fluids Systems</i>
Matthew Lanigan	President <i>Mats & Integrated Services</i>
Ida Ashley	Vice President, Human Resources

Paul L. Howes, President & CEO: Paul L. Howes joined Newpark's Board of Directors and was appointed as the Chief Executive Officer in March 2006. In June 2006, Mr. Howes was also appointed as the President. Mr. Howes' career has included experience in the defense industry, chemicals and plastics manufacturing, and the packaging industry. Following the sale of his former company in October 2005 until he joined Newpark's Board of Directors in March 2006, Mr. Howes was working privately as an inventor and engaging in consulting and private investing activities. From 2002 until October 2005, he served as President and Chief Executive Officer of Astaris LLC, a primary chemicals company headquartered in St. Louis, Missouri, with operations in North America, Europe and South America. Prior to this, from 1997 until 2002, he served as Vice President and General Manager, Packaging Division, for Flint Ink Corporation, a global ink company headquartered in Ann Arbor, Michigan with operations in North America, Europe, Asia Pacific and Latin America. Mr. Howes started his career with Lockheed Martin (Martin Marietta) in the early 80's, working on the space shuttle program.

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

Gregg S. Piontek, SVP & CFO: Gregg joined Newpark in April 2007 and served as Vice President, Controller and Chief Accounting Officer from April 2007 to October 2011. Prior to joining Newpark, Mr. Piontek was Vice President and Chief Accounting Officer of Stewart & Stevenson LLC from 2006 to 2007. From 2001 to 2006, Mr. Piontek held the positions of Assistant Corporate Controller and Division Controller for Stewart & Stevenson Services, Inc. Prior to that, Mr. Piontek served in various financials roles at General Electric and CNH Global N.V., after beginning his career as an auditor for Deloitte & Touche LLP. Mr. Piontek is a Certified Public Accountant and holds a bachelor degree in Accountancy from Arizona State University and a Master of Business Administration degree from Marquette University.

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

David A. Paterson, President, Fluid Systems: David was appointed as Vice President of the Company and President of Fluids Systems in July 2019. From October 2018 to July 2019, Mr. Paterson served as President - Pressure Pumping of Weir Oil and Gas. From December 1995 to October 2018, he served in varying roles for Schlumberger including President - Artificial Lift, President – Geoservices, and Vice President - Drilling Group Asia. During this time, he spent 17 years working directly in the Drilling Fluids, Completion Fluids, Solids Control and Waste management sector in Dowell Drilling Fluids and the M-I SWACO Joint Venture. He held numerous assignments of progressing responsibility in this space including: Well Site Fluids Engineer working on land, Offshore and Deepwater rigs, Customer In-House Fluids Representative, Field Service Manager, Product Line Manager for Completion Fluids, Country Manager, Asia Pacific Vice President, Eastern Hemisphere Senior Vice President, and Global Product Line Vice President. Mr. Paterson holds a Bachelor of Science and a Master of Science in Offshore Engineering from The Robert Gordon University in Aberdeen, Scotland.

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

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



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

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

Please visit our website for full biographies of our Board.



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