

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 10, 2016



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

Delaware

(State or other jurisdiction of incorporation)

001-2960

(Commission File Number)

72-1123385

(IRS Employer Identification No.)

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

(Address of principal executive offices)

77381

(Zip Code)

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

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

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

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

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 after November 10, 2016 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 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.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation Materials

SIGNATURES

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

NEWPARK RESOURCES, INC.

Dated: November 10, 2016

By: /s/ Gregg S. Piontek

Gregg S. Piontek, Vice President and Chief Financial Officer
(Principal Financial Officer)

EXHIBIT INDEX

Exhibit No.	Description
99.1	Presentation Materials



NEWPARK

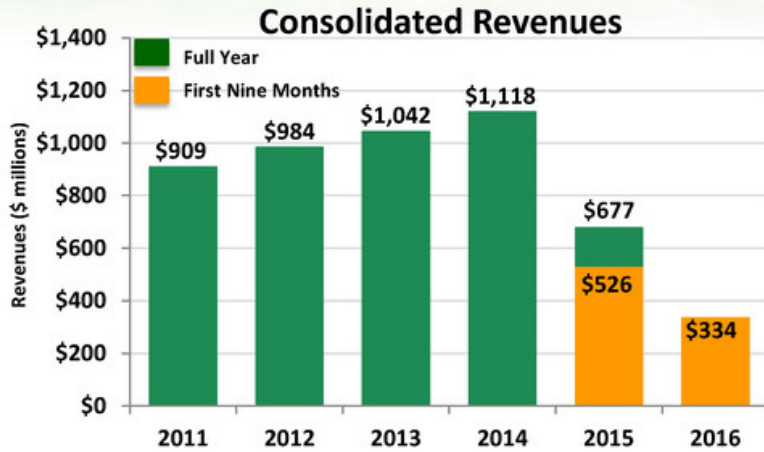
Newpark Resources Presentation

November 2016

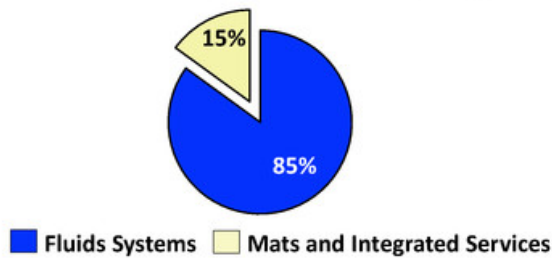
NYSE: NR



This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act that are based on management's current expectations, estimates and projections. All statements that address expectations or projections about the future, including Newpark's strategy for growth, product development, market position, expected expenditures and financial results are forward-looking statements. Some of the forward-looking statements may be identified by words like "expects," "anticipates," "plans," "intends," "projects," "indicates," and similar expressions. These statements are not guarantees of future performance and involve a number of risks, uncertainties and assumptions. Many factors, including those discussed more fully elsewhere in this release and in documents filed with the Securities and Exchange Commission by Newpark, particularly its Annual Report on Form 10-K for the year ended December 31, 2015, and its Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, as well as others, could cause results to differ materially from those expressed in, or implied by, these statements. These risk factors include, but are not limited to, risks related to the worldwide oil and natural gas industry, our customer concentration and reliance on the U.S. exploration and production market, the cost and continued availability of borrowed funds, including non-compliance with debt covenants, our international operations, operating hazards present in the oil and natural gas industry, our ability to execute our business strategy and make successful business acquisitions and capital investments, the availability of raw materials and skilled personnel, our market competition, legal and regulatory matters, including environmental regulations, inherent limitations in insurance coverage, potential impairments of long-lived intangible assets, technological developments in our industry, our exposure to cybersecurity breaches or business system disruptions, and the impact of severe weather, particularly in the U.S. Gulf Coast. 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.



First Nine Months 2016 - Revenue by Segment



➤ **Operating Segments:**

- Fluids Systems
- Mats and Integrated Services

➤ **Customer markets:**

- Oil and Gas exploration
- Mats expanding into utilities and other non-exploration markets

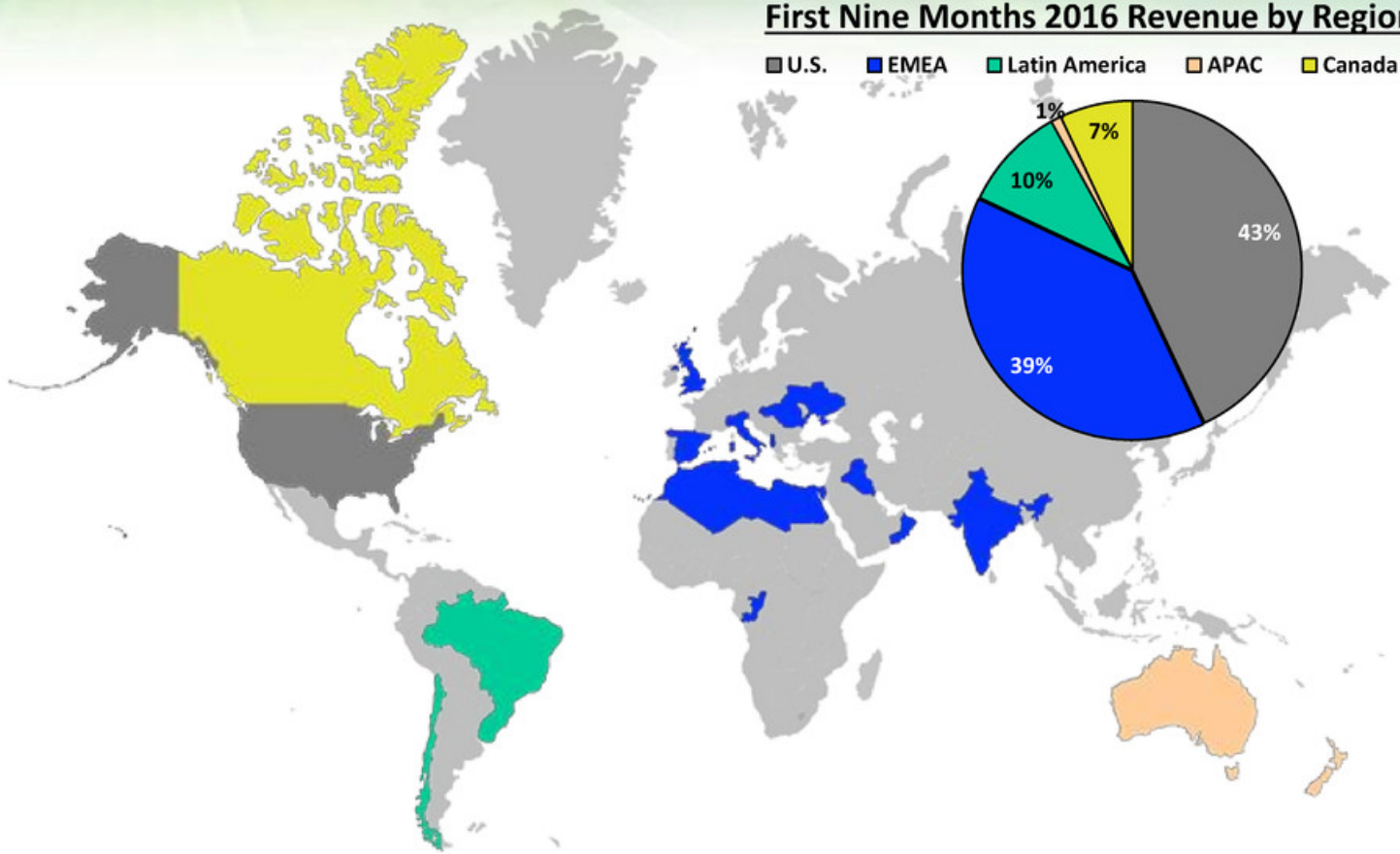
➤ **Key geographic markets:**

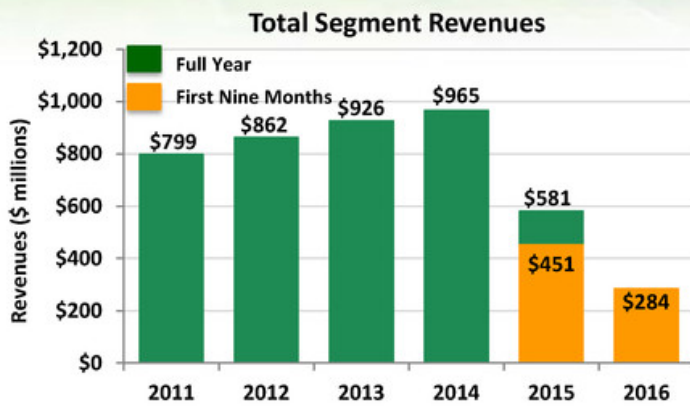
- North America
- EMEA
- Latin America
- Asia Pacific



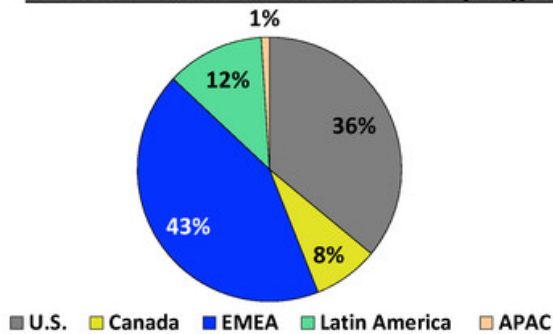
First Nine Months 2016 Revenue by Region

■ U.S. ■ EMEA ■ Latin America ■ APAC ■ Canada



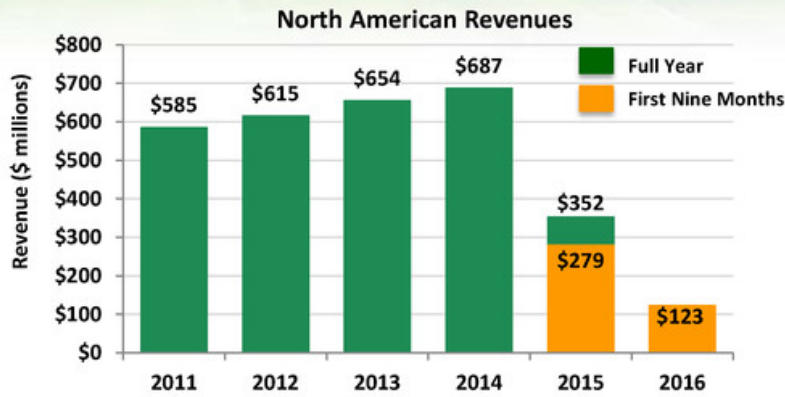


First Nine Months 2016 - Revenue by Region



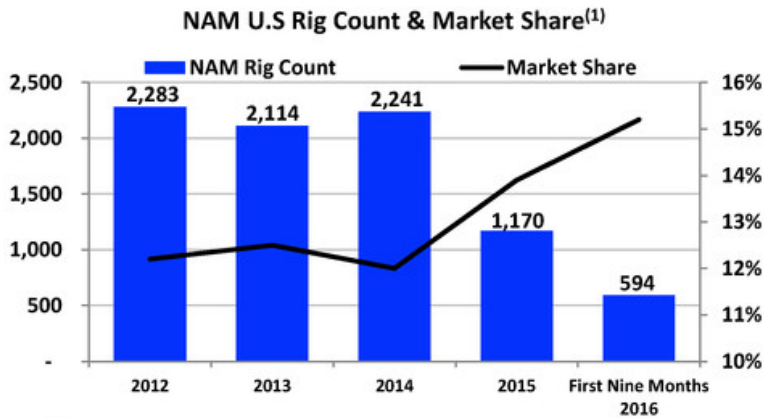
- **Largest independent drilling fluids provider**
 - 3rd largest drilling fluids company worldwide*
- **Seek to capitalize on competitive diversions to drive market share gains**
- **Geographic reach continuing to expand, leveraging IOC/NOC relationships**

*Based on company data



➤ Revenues impacted by sharp decline in drilling activity and operators reducing well expenditures

➤ Service quality and focus driving share gains in a difficult market environment



➤ Hold #2 market share position in U.S. land*; expanding presence in GOM

⁽¹⁾ Source: BHI and company data

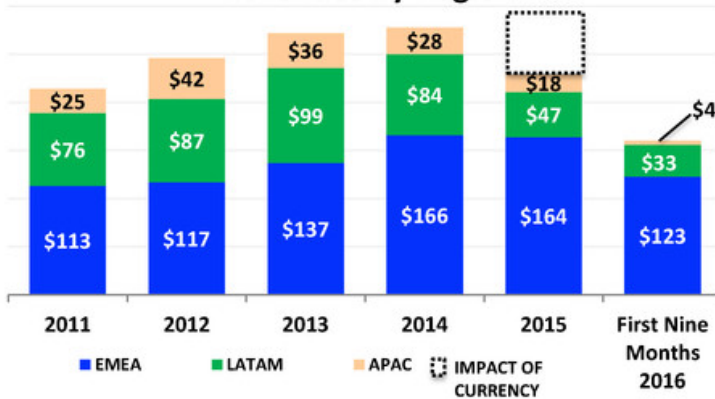
*Based on company data



International Revenues



Revenues by Region



- International expansion is key to our strategy
- More stable than NAM, through the current cycle
 - Longer term contracts
 - Largely IOC's/NOC's
 - Few competitors
- Key contract awards have driven growth
 - Black Sea Deepwater
 - Kuwait (KOC)
 - Algeria (Sonatrach)
 - Republic of Congo (ENI)
 - Uruguay ultra-deepwater (Total)
 - Albania (Shell)
- 2015 revenues include negative y/y impact from currency rates (strong U.S. dollar)



NEWPARK

Fluids Strategic Investments

- Elevated capital campaign largely completed
- Infrastructure investments significantly enhance our capabilities
- Reflects our commitment to be the global leader in fluids technology

Manufacturing Facility & Distribution Center



Newpark Technology Center

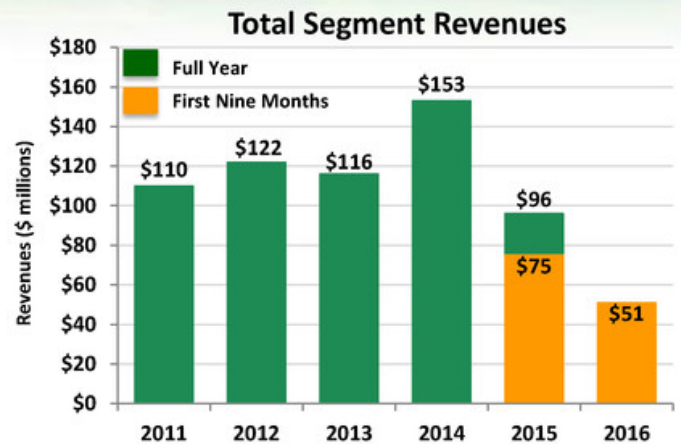


Gulf of Mexico Deepwater Shorebase

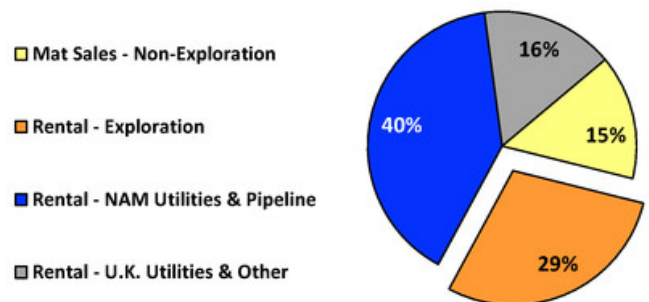




- **Leading provider of engineered worksite solutions**
- **Patented technology and size of composite mat rental fleet provide competitive advantage**
- **Revenues include rentals and sale of DURA-BASE composite mats**
 - Mat sales targeted to international E&P and non-oil and gas customers
- **Established core rental business in NAM exploration market, where mats reduce operator's costs and improve environmental protection during drilling and completion phase**
 - Seeking to accelerate growth by expanding into new geographic markets and industries



First Nine Months - 2016 Revenues by Market

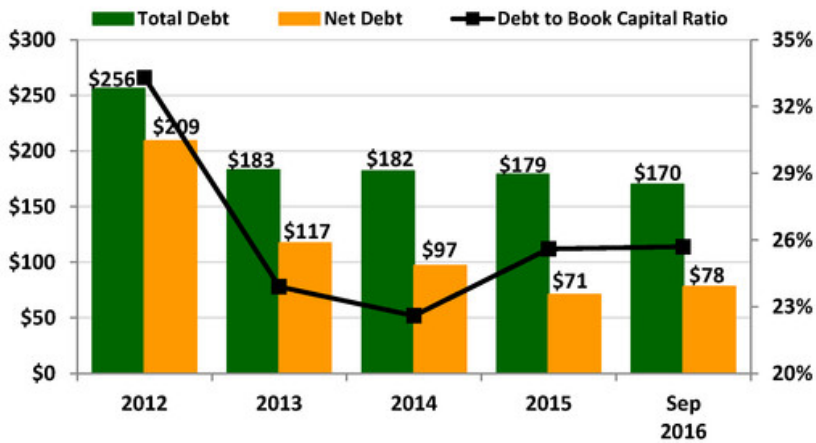


- **Key investments made to support future growth**
 - Manufacturing capacity expanded
 - R&D center completed
- **Transform wellsite offering to system solution, driving lowest cost to operators**
 - Defender Spill Containment System
 - Other enhancements (lighting, safety barriers, etc.)
- **Diversify beyond the wellsite**
 - Accelerate penetration of non-exploration markets, both domestically and internationally
 - Commercialize differentiated system enhancements, including EPZ Grounding System® for the utility industry





Capital Structure



➤ Protecting the Balance Sheet

- Seeking to maximize near-term liquidity while preparing for Q4 2017 debt maturity
- Revolving credit facility remains unused, providing additional liquidity

➤ Short-Term Actions

- Focused on managing cost structure as NAM activity levels improve
- Generating cash flow through continued working capital reductions
- Minimize capital investments beyond deepwater project

➤ Long-term Focus

- Continue investing in strategic capital projects
 - IOC/deepwater focus in fluids
- Aggressively pursue non-E&P market expansion in mats
- Selectively seek to strengthen core competencies during cycle, including expanding technology portfolio



NEWPARK

APPENDIX

**Consolidated Statements of Operations**

(In thousands, except per share data)	Three Months Ended			Nine Months Ended	
	September 30, 2016	June 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Revenues	\$ 104,554	\$ 115,315	\$ 154,170	\$ 334,413	\$ 526,278
Cost of revenues	99,293	102,803	138,283	313,669	457,072
Selling, general and administrative expenses	21,736	21,435	25,859	66,663	75,800
Other operating income, net	(1,420)	(713)	(709)	(3,829)	(1,777)
Impairments and other charges	—	6,925	—	6,925	—
Operating loss	(15,055)	(15,135)	(9,263)	(49,015)	(4,817)
Foreign currency exchange (gain) loss	761	(746)	3,236	(440)	4,390
Interest expense, net	2,127	3,022	2,129	7,230	6,608
Gain on extinguishment of debt	—	—	—	(1,894)	—
Loss from operations before income taxes	(17,943)	(17,411)	(14,628)	(53,911)	(15,815)
Benefit for income taxes	(4,492)	(3,507)	(10,157)	(13,256)	(8,083)
Net loss	\$ (13,451)	\$ (13,904)	\$ (4,471)	\$ (40,655)	\$ (7,732)
Loss per common share - basic	\$ (0.16)	\$ (0.17)	\$ (0.05)	\$ (0.49)	\$ (0.09)
Loss per common share - diluted	\$ (0.16)	\$ (0.17)	\$ (0.05)	\$ (0.49)	\$ (0.09)

Operating Segment Results

(In thousands)	Three Months Ended		
	September 30, 2016	June 30, 2016	September 30, 2015
Revenues			
Fluids systems	\$ 89,097	\$ 96,153	\$ 138,765
Mats and integrated services	15,457	19,162	15,405
Total revenues	<u>\$ 104,554</u>	<u>\$ 115,315</u>	<u>\$ 154,170</u>
Operating income (loss)			
Fluids systems	\$ (8,995)	\$ (11,924)	\$ (1,246)
Mats and integrated services	882	3,989	(128)
Corporate office	(6,942)	(7,200)	(7,889)
Operating loss	<u>\$ (15,055)</u>	<u>\$ (15,135)</u>	<u>\$ (9,263)</u>
Segment operating margin			
Fluids systems	(10.1)%	(12.4)%	(0.9)%
Mats and integrated services	5.7 %	20.8 %	(0.8)%



Consolidated Balance Sheets

(In thousands, except share data)	September 30, 2016	December 31, 2015
ASSETS		
Cash and cash equivalents	\$ 91,864	\$ 107,138
Receivables, net	169,839	206,364
Inventories	138,747	163,657
Prepaid expenses and other current assets	30,358	29,219
Total current assets	430,808	506,378
Property, plant and equipment, net	308,820	307,632
Goodwill	20,216	19,009
Other intangible assets, net	6,938	11,051
Deferred tax assets	5,661	1,821
Other assets	4,000	3,002
Total assets	\$ 776,443	\$ 848,893
LIABILITIES AND STOCKHOLDERS' EQUITY		
Short-term debt	\$ 8,900	\$ 7,382
Accounts payable	46,098	72,211
Accrued liabilities	37,231	45,835
Total current liabilities	92,229	125,428
Long-term debt, less current portion	160,631	171,211
Deferred tax liabilities	27,290	26,368
Other noncurrent liabilities	6,827	5,627
Total liabilities	286,977	328,634
Common stock, \$0.01 par value, 200,000,000 shares authorized and 99,809,902 and 99,377,391 shares issued, respectively	998	994
Paid-in capital	540,415	533,746
Accumulated other comprehensive loss	(55,782)	(58,276)
Retained earnings	129,931	171,788
Treasury stock, at cost; 15,161,747 and 15,302,345 shares, respectively	(126,096)	(127,993)
Total stockholders' equity	489,466	520,259
Total liabilities and stockholders' equity	\$ 776,443	\$ 848,893



(In thousands)	Nine Months Ended September 30,	
	2016	2015
Cash flows from operating activities:		
Net loss	\$ (40,655)	\$ (7,732)
Adjustments to reconcile net loss to net cash provided by operations:		
Impairments and other non-cash charges	9,493	—
Depreciation and amortization	28,421	32,668
Stock-based compensation expense	8,865	10,514
Provision for deferred income taxes	(3,205)	(12,240)
Net provision for doubtful accounts	2,032	1,176
Gain on sale of assets	(2,331)	(940)
Gain on extinguishment of debt	(1,894)	—
Change in assets and liabilities:		
Decrease in receivables	31,360	120,848
Decrease in inventories	25,368	11,190
Decrease (increase) in other assets	582	(2,384)
Decrease in accounts payable	(24,241)	(38,772)
Decrease in accrued liabilities and other	(3,860)	(7,161)
Net cash provided by operating activities	29,935	107,167
Cash flows from investing activities:		
Capital expenditures	(33,390)	(51,375)
Business acquisitions, net of cash acquired	(3,761)	—
Increase in restricted cash	(578)	(15,500)
Proceeds from sale of property, plant and equipment	3,317	1,864
Net cash used in investing activities	(34,412)	(65,011)
Cash flows from financing activities:		
Borrowings on lines of credit	6,056	7,178
Payments on lines of credit	(7,210)	(9,928)
Purchase of senior notes	(9,206)	—
Debt issuance costs	(2,143)	(1,763)
Other financing activities	1,452	(1,695)
Proceeds from employee stock plans	508	469
Purchases of treasury stock	(1,236)	(1,771)
Net cash used in financing activities	(11,779)	(7,510)
Effect of exchange rate changes on cash	982	(5,848)
Net increase (decrease) in cash and cash equivalents	(15,274)	28,798
Cash and cash equivalents at beginning of year	107,138	85,052
Cash and cash equivalents at end of period	\$ 91,864	\$ 113,850



- **Paul Howes** President & CEO
- **Gregg Piontek** VP & CFO
- **Mark Airola** SVP, GC & Admin Officer
- **Bruce Smith** President
Fluids Systems
- **Matthew Lanigan** President
Mats & Integrated Services

Paul L. Howes, President & CEO: Paul joined Newpark's Board of Directors and was appointed its Chief Executive Officer in March 2006. In June 2006, Mr. Howes also was appointed as Newpark's President. Mr. Howes' career has included experience in the defense industry, chemicals and plastics manufacturing, and the packaging industry. 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.

Gregg S. Piontek, VP & CFO: 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, where he served as the lead executive financial officer for the asset acquisition from Stewart & Stevenson Services, Inc. and \$150 million public debt offering. 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 financial 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.

Mark J. Airola, Sr. VP, GC & Admin Officer: Mark joined Newpark in October 2006 as its Vice President, General Counsel and Chief Administrative Officer. Mr. Airola was named Senior Vice President in February of 2011. Prior to joining Newpark, Mr. Airola was Assistant General Counsel and Chief Compliance Officer for BJ Services Company, a leading provider of pressure pumping and other oilfield services to the petroleum industry, serving as an executive officer since 2003. From 1988 to 1995, he held the position of Senior Litigation Counsel at Cooper Industries, Inc., a global manufacturer of electrical products and tools, with initial responsibility for managing environmental regulatory matters and litigation and subsequently managing the company's commercial litigation.



Management Biographies

Bruce C. Smith, Executive VP and President Fluids Systems: Bruce joined Newpark in April 1998 as Vice President, International. Since October 2000, he has served as President of its subsidiary Newpark Drilling Fluids, L.P. Prior to joining Newpark, Mr. Smith was the Managing Director of the U.K. operations of M-I Swaco, a competitor of Newpark Drilling Fluids, where he was responsible for two business units, including their drilling fluids unit.

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.

