

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

POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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.)

3850 NORTH CAUSEWAY BOULEVARD, SUITE 1770  
METAIRIE, LOUISIANA  
(Address of principal executive offices)

70002  
(Zip Code)

NEWPARK RESOURCES, INC.  
2004 NON-EMPLOYEE DIRECTORS' STOCK OPTION PLAN  
(Full title of the plan)

JAMES D. COLE  
CHIEF EXECUTIVE OFFICER  
NEWPARK RESOURCES, INC.  
3850 NORTH CAUSEWAY BOULEVARD, SUITE 1770  
METAIRIE, LOUISIANA 70002  
(Name and address of agent for service)

(504) 838-8222  
(Telephone number, including area code, of agent for service)

COPY TO:  
HOWARD Z. BERMAN, ESQ.  
ERVIN, COHEN & JESSUP, LLP  
9401 WILSHIRE BOULEVARD, 9TH FLOOR  
BEVERLY HILLS, CA 90212  
(310) 273-6333

EXPLANATORY NOTE

The sole purpose of this Post-Effective Amendment No. 1 is to file a corrected Consent of Independent Registered Public Accounting Firm, which is attached hereto as Exhibit 23.1. The attached Consent corrects a typographical error in the original Consent dated March 15, 2005, which was filed as Exhibit 23.1 to our Annual Report on Form 10-K for the year ended December 31, 2004. The original Consent erroneously identified Registration Statement on Form S-8 (File No. 333-118140) as having file number 333-228240.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

- 4.1 Newpark Resources, Inc. 2004 Non-Employee Directors' Stock Option Plan \*
- 5.1 Opinion of Ervin, Cohen & Jessup LLP \*
- 23.1 Consent of Independent Registered Public Accounting Firm \*\*
- 23.2 Consent of Ervin, Cohen & Jessup LLP (included in Exhibit 5.1)\*
- 24.1 Powers of Attorney \*

\* Previously filed.  
\*\* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Metairie, State of Louisiana, on November 11, 2005.

NEWPARK RESOURCES, INC.

By: /s/ James D. Cole

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 James D. Cole,  
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this post-effective amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ James D. Cole ----- James D. Cole	Chief Executive Officer and Director (Principal Executive Officer)	November 11, 2005
* ----- Wm. Thomas Ballantine	President, Chief Operating Officer and Director	November 11, 2005
/s/ Matthew W. Hardey ----- Matthew W. Hardey	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	November 11, 2005
* ----- Jerry W. Box	Director	November 11, 2005
* ----- David P. Hunt	Chairman of the Board	November 11, 2005
* ----- Alan J. Kaufman	Director	November 11, 2005
* ----- James H. Stone	Director	November 11, 2005

\*  
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Roger C. Stull

Director

November 11, 2005

\*  
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F. Walker Tucei, Jr.

Director

November 11, 2005

By: /s/ Matthew W. Hardey

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Matthew W. Hardey  
Attorney-in-Fact

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 (File No. 333-118140) of our reports dated March 15, 2005, with respect to Newpark Resources, Inc.'s consolidated financial statements and Newpark Resources, Inc. management's assessment of the effectiveness of internal control over financial reporting of Newpark Resources, Inc., and the effectiveness of internal control over financial reporting, which were included in Newpark Resources, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004.

/s/ Ernst & Young LLP

New Orleans, Louisiana  
November 9, 2005