

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): April 4, 2022



**NEWPARK**

**Newpark Resources, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-02960</b> (Commission File Number)	<b>72-1123385</b> (I.R.S. Employer Identification No.)
<b>9320 Lakeside Boulevard, Suite 100</b> <b>The Woodlands, Texas</b> (Address of principal executive offices)		<b>77381</b> (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 240.13a-4(c))

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

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

After almost 15 years of service, G. Stephen Finley informed the Chairman of the Board of Directors of Newpark Resources, Inc. (the “Company”) on April 4, 2022 that he does not intend to stand for re-election at the Company's next Annual General Meeting of Stockholders in May 2022 (the “Annual Meeting”), but instead he intends to retire from the Board, effective at the conclusion of the Annual Meeting. The anticipated retirement of Mr. Finley from the Board did not arise from any disagreement with the Company on any matters relating to the Company’s operations, policies or practices. Mr. Finley intends to serve out the rest of his term as a director. Subsequent to the retirement of Mr. Finley from the Board at the Annual Meeting, the size of the Board will be reduced from nine directors to eight directors.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release issued by Newpark Resources, Inc. on April 4, 2022</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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**SIGNATURES**

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

NEWPARK RESOURCES, INC.  
(Registrant)

Date: April 4, 2022

By: /s/ E. Chipman Earle  
E. Chipman Earle  
Vice President, General Counsel, Chief Administrative Officer, Chief Compliance  
Officer and Corporate Secretary

## NEWS RELEASE



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

**NEWPARK RESOURCES ANNOUNCES RETIREMENT OF BOARD MEMBER**

THE WOODLANDS, TX – April 4, 2022 – Newpark Resources, Inc. (NYSE: NR) (“Newpark” or the “Company”) announced today that G. Stephen Finley, who has served as an independent member of the Company’s Board of Directors (the “Board”) since 2007, informed the Chairman of the Board that he has chosen not to stand for re-election and instead retire from the Board immediately following the Company’s upcoming Annual Meeting of Stockholders in May 2022.

Anthony J. Best, Chairman of Newpark’s Board of Directors, stated, “We would like to thank Steve for his many contributions to Newpark during his fifteen years of service as a member of the Board. Steve’s leadership and invaluable insights, including more than a decade of service as Chairman of the Audit Committee of the Board from 2009 to 2021, were instrumental to the Company’s transformation, as we navigated through multiple oil and gas industry downturns and strengthened the Company by reducing our debt while at the same time significantly expanding our presence in the utilities sector and other industrial markets. We wish Steve the very best in his retirement.”

Newpark Resources, Inc. is a geographically diversified supplier providing products, as well as rentals and services to a variety of industries, including oil and gas exploration, electrical transmission & distribution, pipeline, renewable energy, petrochemical, construction, and other industries. For more information, visit our website at [www.newpark.com](http://www.newpark.com).

*This news release 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, 2021, and its Quarterly Reports on Form 10-Q 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 COVID-19 pandemic; the worldwide oil and natural gas industry; our customer concentration and reliance on the U.S. exploration and production market; our international operations; operating hazards present in the oil and natural gas industry and substantial liability claims, including catastrophic well incidents; our contracts that can be terminated or downsized by our customers without penalty; our product offering expansion; our ability to attract, retain and develop qualified leaders, key employees and skilled personnel; the price and availability of raw materials; business acquisitions and capital investments; our market competition; technological developments and intellectual property in our industry; severe weather, natural disasters, and seasonality; our cost and continued availability of borrowed funds, including noncompliance with debt covenants; environmental laws and regulations; our legal compliance; the inherent limitations of insurance coverage; income taxes; cybersecurity breaches or business system disruptions; our restructuring activities; activist stockholders that may attempt to effect changes at our Company or acquire control over our Company; our ability to maintain compliance with the New York Stock Exchange’s continued listing requirements; and our amended and restated bylaws, which could limit our stockholders’ ability to obtain what such stockholders believe to be a favorable judicial forum for disputes with us or our directors, officers or other employees. There can be no assurances that the ongoing portfolio review will result in any transaction, and no specific timeline has been established for the completion of the portfolio review. 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](http://www.sec.gov), as well as through our website at [www.newpark.com](http://www.newpark.com).*

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