

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): **May 17, 2018**



**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**

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(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))

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 5.07 Submission of Matters to a Vote of Security Holders.

On May 17, 2018, the following proposals were submitted to the stockholders of Newpark Resources, Inc. (the “Company”) at the Company’s 2018 Annual Meeting of Stockholders.

1. The election of seven directors to the Board of Directors;
2. An advisory vote on named executive officer compensation; and
3. The ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year 2018.

The proposals are more fully described in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on April 4, 2018 (the “Proxy Statement”). The following are the final vote results along with a brief description of each proposal.

Proposal 1: Election of Directors - the stockholders of the Company elected each of the following director nominees for a term that will continue until the 2019 Annual Meeting of Stockholders.

Director	Votes For	Withheld	Broker Non-Votes
Anthony J. Best	73,833,695	1,662,872	5,761,427
G. Stephen Finley	73,846,494	1,650,073	5,761,427
Paul L. Howes	73,995,035	1,501,532	5,761,427
Roderick A. Larson	69,695,304	5,801,263	5,761,427
John C. Mingé	73,924,810	1,571,757	5,761,427
Rose M. Robeson	74,049,420	1,447,147	5,761,427
Gary L. Warren	73,152,247	2,344,320	5,761,427

Proposal 2: An advisory vote on named executive officer compensation - the stockholders of the Company approved, on a non-binding advisory basis, the compensation of the named executive officers as described in the Company’s Proxy Statement.

For	Against	Abstain	Broker Non-Votes
71,163,675	4,223,135	109,757	5,761,427

Proposal 3: Ratification of the Appointment of Independent Registered Public Accounting Firm - the stockholders of the Company ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year 2018.

For	Against	Abstain	Broker Non-Votes
80,332,940	919,397	5,657	5,761,427

### Item 7.01 Regulation FD Disclosure.

On May 17, 2018, the Board of Directors elected, effective immediately, Anthony J. Best as the Company’s Chairman of the Board. Mr. Best succeeds David C. Anderson, who has served as non-executive Chairman of the Board since May 2014. Mr. Best is an independent director as that term is defined in the listing standards of the New York Stock Exchange. Because our current Board structure separates the role of Chairman of the Board and Chief Executive Officer, the Board does not believe it is necessary to appoint a Lead Independent Director.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	Press Release of Newpark Resources, Inc. dated May 21, 2018.

**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: May 21, 2018

By: /s/ Gregg S. Piontek

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



FOR IMMEDIATE RELEASE

***NEWS RELEASE***

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**NEWPARK RESOURCES ANNOUNCES NEW CHAIRMAN**

THE WOODLANDS, TX - MAY 21, 2018 - Newpark Resources, Inc. (NYSE: NR) today announced that Anthony J. Best has been named Chairman of the Board effective May 17, 2018, succeeding David C. Anderson, following Mr. Anderson's previously disclosed retirement.

Mr. Best joined the Company's Board of Directors in March 2014 and has served as Chairman of the Compensation Committee as well as a member of the Audit and Nominating and Corporate Governance Committees. Mr. Best retired from SM Energy in January 2015, where he served as Chief Executive Officer and member of their Board of Directors since February 2007. Prior to joining SM Energy, Mr. Best served as President and Chief Executive Officer of Pure Resources, Inc., an exploration and production company in Midland, Texas, and held various roles during his 21 years with the Atlantic Richfield Company, including Prudhoe Bay Field Manager, Vice President Western U.S., President ARCO Permian, and President ARCO Latin America.

Paul L. Howes, President and Chief Executive Officer, stated, "Tony Best's expertise and guidance has been an invaluable asset to the Board over the past four years and we look forward to his leadership of the Board as we continue to execute our long-term strategy. Again, I would also like to thank David Anderson for his critical leadership and contributions to Newpark during his 12 years of service to the Company."

Newpark Resources, Inc. is a worldwide provider of value-added fluids systems and composite matting systems used in oilfield and other commercial markets. 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 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 future 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, 2017, 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, risks related to our international operations, the cost and continued availability of borrowed funds including noncompliance with debt covenants, 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, compliance with legal and regulatory matters, including environmental regulations, the availability of insurance and the risks and limitations of our insurance coverage, potential impairments of long-lived intangible assets, technological developments in our industry, risks related to severe weather, particularly in the U.S. Gulf Coast, cybersecurity breaches or business system disruptions and risks related to the fluctuations in the market value of our common stock. 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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