

NEWPARK RESOURCES INC

Form S-8

May 19, 2016

As filed with the Securities and Exchange Commission on May 19, 2016

Registration No. 333-

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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**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.)

**9320 Lakeside Blvd., Suite 100**

**The Woodlands, Texas**

(Address of Principal Executive Offices)

**77381**

(Zip Code)

**Newpark Resources, Inc.**

**2015 Employee Equity Incentive Plan**

(Full title of the plan)

**Mark J. Airola**

**Senior Vice President, General Counsel and Chief Administrative Officer**

**9320 Lakeside Blvd., Suite 100  
The Woodlands, Texas 77381**

(Name and address of agent for service)

**(281) 362-6800**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Proposed Maximum Amount of Registration Fee</b>
Common Stock, par value \$0.01 per share	1,800,000	\$4.495	\$8,091,000	\$814.77

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, the number of shares of common stock registered under this registration statement will automatically be increased to cover any additional shares of the (1) registrant’s common stock that become issuable with respect to the securities registered hereunder by reason of any stock split, stock dividend, extraordinary dividend, combination of shares, mergers, consolidations, recapitalizations or other similar transactions.

Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(c) and (h)(1) under the Securities Act of 1933, as amended, and based upon the average of the high and low sales (2) prices of the registrant’s common stock, as reported on the New York Stock Exchange on May 13, 2016, which is within five business days of the filing of this registration statement.

## EXPLANATORY NOTE

### REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 relates to the registration of 1,800,000 additional shares of common stock, par value of \$0.01 per share (the “Shares”), of Newpark Resources, Inc. (“Newpark” or the “Company”) for issuance pursuant to Newpark’s 2015 Employee Equity Incentive Plan, as amended by Amendment No. 1 thereto (and as may be further amended from time to time, the “Plan”), not previously registered, including awards that may be issued after the date of this Registration Statement. The Plan was originally approved by the stockholders of the Company and adopted by the Company in May 2015. On May 22, 2015, the Company filed a Registration Statement on Form S-8 (No. 333-204403) registering 6,000,000 shares of common stock of the Company issuable under the Plan (the “Prior Registration Statement”). On May 19, 2016, the stockholders of the Company approved, and the Company adopted, Amendment No. 1 to the Plan which, among other things, increased the number of shares of common stock authorized for issuance under the Plan from 6,000,000 to 7,800,000 shares.

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates, and the Company is filing this Registration Statement to register the Shares pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”). The contents of the Prior Registration Statement are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such Prior Registration Statement are modified as set forth herein.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 3. **Incorporation of Documents by Reference**

The following documents previously filed by the Company with the Securities and Exchange Commission (“SEC”) are incorporated by reference into this Registration Statement, other than any portions of the respective documents that were furnished rather than filed (pursuant to Item 2.02 or Item 7.01 of Form 8-K or other applicable SEC rules):

- (a) The Company’s Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 26, 2016 (SEC File No. 001-02960);

- (b) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, filed with the SEC on May 13, 2016 (SEC File No. 001-02960);
- (c) The Company's Current Reports on Form 8-K, filed with the SEC on February 18, 2016, April 22, 2016, May 12, 2016 and May 13, 2016 (SEC File No. 001-02960); and

The description of the Company's common stock, par value \$0.01 per share, contained in the Registration Statement on Form 8-A, filed with the SEC on November 15, 1995, and any further amendment or report filed hereafter for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K or other applicable SEC rules) subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document, which also is, or is deemed to be, incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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**Item 8. Exhibits**

The exhibits to this registration statement are listed in the exhibit index that immediately precedes such exhibits and are incorporated herein by reference.

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**SIGNATURES**

*The Registrant.* 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of The Woodlands, State of Texas, on May 19, 2016.

**NEWPARK RESOURCES, INC.**

By: /s/ Paul L. Howes  
Paul L. Howes  
President and Chief Executive  
Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mark J. Airola and Paul L. Howes, and each of them, his true and lawful attorney-in-fact and agent, with full power to act with or without the others and with full power of substitution and resubstitution, to execute in his name, place and stead, in any and all capacities, any or all amendments (including pre-effective and post-effective amendments) to this Registration Statement and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform in the name of and on behalf of the undersigned, in any and all capacities, each and every act and thing necessary or desirable to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying, approving and confirming all that said attorney-in-fact and agent or his substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
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/s/ Paul L. Howes Paul L. Howes	President, Chief Executive Officer and Director (Principal Executive Officer)	May 19, 2016
/s/ Gregg S. Piontek Gregg S. Piontek	Vice President and Chief Financial Officer (Principal Financial Officer)	May 19, 2016
/s/ Douglas L. White Douglas L. White	Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	May 19, 2016
/s/ David C. Anderson David C. Anderson	Chairman of the Board	May 19, 2016
/s/ Anthony J. Best Anthony J. Best	Director	May 19, 2016
/s/ G. Stephen Finley G. Stephen Finley	Director	May 19, 2016

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Roderick A. Larson Roderick A. Larson	Director	May 19, 2016
/s/ James W. McFarland James W. McFarland	Director	May 19, 2016
/s/ Gary L. Warren Gary L. Warren	Director	May 19, 2016

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**Exhibit Index**

Exhibit Number	Description
4.1	Restated Certificate of Incorporation of Newpark Resources, Inc., incorporated by reference to Exhibit 3.1 to the Company's Form 10-K405 for the year ended December 31, 1998 filed on March 31, 1999 (SEC File No. 001-02960).
4.2	Certificate of Designation of Series A Cumulative Perpetual Preferred Stock of Newpark Resources, Inc., incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on April 27, 1999 (SEC File No. 001-02960).
4.3	Certificate of Designation of Series B Convertible Preferred Stock of Newpark Resources, Inc., incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 7, 2000 (SEC File No. 001-02960).
4.4	Certificate of Rights and Preferences of Series C Convertible Preferred Stock of Newpark Resources, Inc., incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 4, 2001 (SEC File No. 001-02960).
4.5	Certificate of Amendment to the Restated Certificate of Incorporation of Newpark Resources, Inc., incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on November 4, 2009 (SEC File No. 001-02960).
4.6	Amended and Restated Bylaws, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed March 13, 2007 (SEC File No. 001-02960).
4.7	Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.7 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).
4.8*	Amendment No. 1 to Newpark Resources, Inc. 2015 Employee Equity Incentive Plan.
4.9	Form of Restricted Stock Agreement (time vested) under the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.8 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).
4.10	Form of Restricted Stock Agreement (performance based) under the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.9 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).
4.11	Form of Restricted Stock Unit Agreement (retirement eligible) under the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.10 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).
4.12	

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Form of Restricted Stock Unit Agreement (not retirement eligible) under the Newport Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.11 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).

4.13 Form of Restricted Stock Unit Agreement (international) under the Newport Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.12 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).

4.14 Form of Non-Qualified Stock Option Agreement (retirement eligible) under the Newport Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.13 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).

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4.15 Form of Non-Qualified Stock Option Agreement (not retirement eligible) under the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.14 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).

4.16 Form of Non-Qualified Stock Option Agreement (international) under the Newpark Resources, Inc. 2015 Employee Equity Incentive Plan, incorporated by reference to Exhibit 4.15 to the Company's Registration Statement on Form S-8 filed May 22, 2015 (SEC File No. 333-204403).

5.1\* Opinion of Andrews Kurth LLP.

23.1\* Consent of Deloitte & Touche LLP.

23.2\* Consent of Andrews Kurth LLP (included as part of Exhibit 5.1).

24.1\* Powers of Attorney (set forth on the signature page of this Registration Statement).

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\*Filed herewith.