

NEWPARK RESOURCES INC
Form S-8
August 14, 2009

As filed with the Securities and Exchange Commission on August 14, 2009
Registration No. 333-

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

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.)

2700 Research Forest Drive, Suite 100
The Woodlands, Texas

(Address of Principal Executive Offices)

77381
(Zip Code)

Newpark Resources, Inc. 2006 Equity Incentive Plan
(Full title of the plan)

Mark J. Airola
Vice President, General Counsel and Chief Administrative Officer

2700 Research Forest Drive, 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

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|---|--|--|--|---|
| | | (3) | \$9,786,008(3) | \$546.06(3) |

| | |
|---|---------------------|
| Common Stock, par value \$0.01 per share | 3,000,000 shares |
|---|---------------------|

- (1) 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 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.
- (2) 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.

- (3) The proposed maximum offering price and registration fee are based upon the sum obtained by adding (i) the product of 2,800,010 shares (the number of shares of common stock registered hereby as to which options have been granted but not exercised under the 2006 Equity Incentive Plan, as amended and restated) multiplied by \$3.31 (the weighted average exercise price of such options), and (ii) the product of 199,990 shares (the number of shares of common stock registered hereby as to which options may be granted under the 2006 Equity Incentive Plan, as amended and restated) multiplied by \$2.59 (the average of the high and low sales prices per share of common stock,

as reported on
the New York
Stock Exchange
on August 13,
2009, which is
within five days
of the filing of
this registration
statement.

INCORPORATION BY REFERENCE OF PRIOR REGISTRATION STATEMENT

This Registration Statement on Form S-8 is filed by Newpark Resources, Inc., a Delaware corporation (the Company) relating to 3,000,000 shares of its common stock, par value \$0.01 per share (the Common Stock), issuable under the Newpark Resources, Inc. 2006 Equity Incentive Plan (As Amended and Restated Effective June 10, 2009) (the Plan), which Common Stock is in addition to the 2,000,000 of Common Stock registered on the Company's Registration Statement on Form S-8 filed on March 26, 2007 (SEC File No. 333-141577) (the Prior Registration Statement).

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to S-8 regarding the Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as supplemented by the information set forth below.

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 (the SEC) are incorporated herein by reference into this Registration Statement, other than any portions of the respective filings that were furnished rather than filed (pursuant to Item 2.02 or Item 7.01 of the Current Reports on Form 8-K or other applicable SEC rules):

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on March 10, 2009 (SEC File No. 001-2960);
- (b) The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2009 and June 30, 2009, filed with the SEC on May 1, 2009 and July 31, 2009, respectively (SEC File No. 001-2960);
- (c) The Company's Current Reports on Form 8-K, filed with the SEC on April 23, 2009, July 6, 2009, July 17, 2009 and July 21, 2009 (SEC File No. 001-2960); and
- (d) 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 on any Current Report on 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.

Effective January 1, 2009, the Company modified the presentation of expenses on the Consolidated Statement of Operations, expanding the presentation to include separate line items for *selling, general and administrative expenses*, and *other (income) expense, net*. Prior to the modification, the Consolidated Statements of Operations included a line item for *general and administrative expenses*, which reflected only the expenses associated with the Company's corporate office, while all operating segment expenses were reported within *cost of revenues*. Following this change, \$54.8 million and \$2.0 million of operating segment expenses previously reported within *cost of revenues* for the year

ended December 31, 2008 were reclassified to *selling, general and administrative expenses* and *other (income) expense, net*, respectively. This reclassification did not impact previously reported revenues, operating income, net income or cash flows as reported in our Annual Report on Form 10-K for the year ended December 31, 2008.

Item 8. Exhibits

| 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 | 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). |
| 4.6* | Newpark Resources, Inc. 2006 Equity Incentive Plan (As Amended and Restated Effective June 10, 2009). |
| 5.1* | Opinion of Andrews Kurth LLP. |
| 23.1* | Consent of Deloitte & Touche LLP. |
| 23.2* | Consent of Ernst & Young LLP. |
| 23.3* | 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). |

* Filed herewith.

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 August 14, 2009.

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 or her 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 or her 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, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|-----------------|
| /s/ Paul L. Howes Paul L. Howes | President, Chief Executive Officer and Director (Principal Executive Officer) | August 14, 2009 |
| /s/ James E. Braun James E. Braun | Vice President and Chief Financial Officer (Principal Financial Officer) | August 14, 2009 |
| /s/ Gregg S. Piontek Gregg S. Piontek | Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer) | August 14, 2009 |
| /s/ Jerry W. Box Jerry W. Box | Chairman of the Board | August 14, 2009 |
| /s/ James W. McFarland James W. McFarland | Director | August 14, 2009 |
| /s/ G. Stephen Finley G. Stephen Finley | Director | August 14, 2009 |

| Signature | Title | Date |
|---|--------------|-----------------|
| /s/ Gary L. Warren | Director | August 14, 2009 |
| Gary L. Warren /s/ David C. Anderson | Director | August 14, 2009 |
| David C. Anderson | | |

Exhibit Index

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