

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.)

9320 Lakeside Boulevard, Suite 100
The Woodlands, Texas
(Address of principal executive offices)

77381
(Zip Code)

Newpark Resources, Inc. Second Amended and Restated 2015 Employee Equity Incentive Plan
Newpark Resources, Inc. Amended and Restated 2014 Non-Employee Directors' Restricted Stock Plan
Newpark Resources, Inc. Amended and Restated Employee Stock Purchase Plan
(Full title of the plans)

M. Celeste Frugé
Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary
Newpark Resources, Inc.
9320 Lakeside Boulevard, Suite 100
The Woodlands, Texas 77381
(281) 362-6800

(Name, address, including zip code, and 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Newpark Resources, Inc. (the “Registrant”), relating to (i) (a) 1,200,000 shares of its common stock, par value \$0.01 per share (the “Common Stock”) issuable pursuant to the Newpark Resources, Inc. Second Amended and Restated 2015 Employee Equity Incentive Plan (the “Employee Plan”), (b) 1,000,000 shares of Common Stock that may become available for issuance under the Employee Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled, (ii) 600,000 shares of Common Stock issuable pursuant to the Newpark Resources, Inc. Amended and Restated 2014 Non-Employee Directors’ Restricted Stock Plan (the “Director Plan”) and (iii) 1,500,000 shares of Common Stock issuable pursuant to the Newpark Resources, Inc. Amended and Restated Employee Stock Purchase Plan (the “ESPP”).

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (“Commission”) on May 19, 2022 ([Registration No. 333-265082](#)), May 20, 2021 ([Registration No. 333-256334](#)), May 23, 2019 ([Registration No. 333-231715](#)), May 18, 2017 ([Registration No. 333-218074](#)), May 18, 2017 ([Registration No. 333-218072](#)), May 19, 2016 ([Registration No. 333-211459](#)), May 22, 2015 ([Registration No. 333-204403](#)), May 22, 2014 ([Registration No. 333-196164](#)), and December 9, 2008 ([Registration No. 333-156010](#)) which relate to the Employee Plan, the Director Plan and the ESPP, as applicable, are incorporated herein by reference and made a part hereof, except for those items being updated by this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	Restated Certificate of Incorporation of Newpark Resources, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-K405 for the year ended December 31, 1998 filed on March 31, 1999).
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 Registrant's Current Report on Form 8-K filed on April 27, 1999).
4.3	Certificate of Designation of Series B Convertible Preferred Stock of Newpark Resources, Inc. (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on June 7, 2000).
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 Registrant's Current Report on Form 8-K filed on January 4, 2001).
4.5	Certificate of Designation, Preferences, and Rights of Series D Junior Participating Preferred Stock of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 28, 2020).
4.6	Certificate of Elimination of the Series D Junior Participating Preferred Stock of Newpark Resources, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 24, 2021).
4.7	Certificate of Amendment to the Restated Certificate of Incorporation of Newpark Resources, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on November 4, 2009).
4.8	Certificate of Amendment to the Restated Certificate of Incorporation of Newpark Resources, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed on July 29, 2016).
4.9	Amended and Restated Bylaws of Newpark Resources, Inc., effective November 15, 2022 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on November 17, 2022).
5.1*	Opinion of Gibson, Dunn & Crutcher LLP
23.1*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
23.2*	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1)
24.1*	Powers of Attorney (included on the signature page of this Registration Statement)
99.1	Newpark Resources, Inc. Second Amended and Restated 2015 Equity Incentive Plan (incorporated by reference to Appendix A to the Registrant's definitive proxy statement filed on April 6, 2023).
99.2	Newpark Resources, Inc. Amended and Restated 2014 Non-Employee Directors' Restricted Stock Plan (incorporated by reference to Appendix B to the Registrant's definitive proxy statement filed on April 6, 2023).
99.3	Amendment No. 1 to the Newpark Resources, Inc. Amended and Restated Employee Stock Purchase Plan (incorporated by reference to Appendix C to the Registrant's definitive proxy statement filed on April 6, 2023).
99.4	Newpark Resources, Inc. Amended and Restated Employee Stock Purchase Plan (incorporated by reference to Appendix C-1 to the Registrant's definitive proxy statement filed on April 6, 2023).
107*	Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 18, 2023.

NEWPARK RESOURCES, INC.

By: /s/ Matthew S. Lanigan

Matthew S. Lanigan

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Celeste Frugé and Matthew S. Lanigan, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462 under the Securities Act, and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute or substitutes may lawfully so or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, the following persons have signed this Registration Statement in the capacities and on the date(s) indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Matthew S. Lanigan</u> Matthew S. Lanigan	President, Chief Executive Officer and Director (Principal Executive Officer)	May 18, 2023
<u>/s/ Gregg S. Piontek</u> Gregg S. Piontek	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	May 18, 2023
<u>/s/ Douglas L. White</u> Douglas L. White	Vice President, Chief Accounting Officer and Treasurer (Principal Accounting Officer)	May 18, 2023
<u>/s/ Roderick A. Larson</u> Roderick A. Larson	Director	May 18, 2023
<u>/s/ Michael A. Lewis</u> Michael A. Lewis	Director	May 18, 2023
<u>/s/ Claudia M. Meer</u> Claudia M. Meer	Director	May 18, 2023
<u>/s/ John C. Mingé</u> John C. Mingé	Director	May 18, 2023
<u>/s/ Rose M. Robeson</u> Rose M. Robeson	Director	May 18, 2023
<u>/s/ Donald W. Young</u> Donald W. Young	Director	May 18, 2023

Calculation of Filing Fee Tables

FORM S-8

(Form Type)

NEWPARK RESOURCES, INC.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title ⁽¹⁾	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	
Equity	Common Stock, \$0.01 par value, to be issued under the Second Amended and Restated Newpark Resources, Inc. 2015 Employee Equity Incentive Plan (the "Employee Plan")	Rule 457(a) ⁽³⁾	2,200,000 ⁽²⁾	\$3.82	\$8,404,000	\$110.20 per \$1,000,000	\$926.12	
Equity	Common Stock, \$0.01 par value, to be issued under the Newpark Resources, Inc. 2014 Non-Employee Directors' Restricted Stock Plan (the "Director Plan")	Rule 457(a) ⁽³⁾	600,000	\$3.82	\$2,292,000	\$110.20 per \$1,000,000	\$252.58	
Equity	Common Stock, \$0.01 par value, to be issued under the Newpark Resources, Inc. Amended and Restated Employee Stock Purchase Plan (the "ESPP")	Rule 457(a) ⁽³⁾	1,500,000	\$3.82	\$5,730,000	\$110.20 per \$1,000,000	\$631.45	
Total Offering Amounts								\$1,810.15
Total Fee Offsets								\$—
Net Fee Due								\$1,810.15

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall also cover any additional shares of Common Stock that may become issuable pursuant to the adjustment provisions of the Employee Plan, the Director Plan and the ESPP, including as a result of stock splits, stock dividends or similar transactions, and any other securities with respect to which the outstanding shares are converted or exchanged.
- (2) Represents (i) 1,200,000 shares of Common Stock being registered pursuant to the Employee Plan and (ii) 1,000,000 shares of Common Stock that may become available for issuance under the Employee Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled.
- (3) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and 457(h) based upon the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on May 11, 2023.

Exhibit 5.1

May 18, 2023

Newpark Resources, Inc.
9320 Lakeside Boulevard, Suite 100
The Woodlands, TX 77381

Re: *Amended and Restated 2015 Employee Equity Incentive Plan, Amended and Restated 2014 Non-Employee Directors' Restricted Stock Plan and Amended and Restated Employee Stock Purchase Plan*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8, (the "Registration Statement") of Newpark Resources, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 4,300,000 shares of the Company's Common Stock, par value \$0.01 per share (the "Shares"). 2,200,000 of the Shares subject to the Registration Statement are reserved for issuance pursuant to the Newpark Resources, Inc. Amended and Restated 2015 Employee Equity Incentive Plan (the "Employee Plan") (including 1,000,000 Shares that may become available for issuance under the Employee Plan as a result of outstanding awards that, in whole or in part, are terminated, expire or are otherwise cancelled), 600,000 of the Shares subject to the Registration Statement are reserved for issuance under the Newpark Resources, Inc. Amended and Restated 2014 Non-Employee Directors' Restricted Stock Plan (the "Director Plan") and 1,500,000 of the Shares subject to the Registration Statement are reserved for issuance under the Newpark Resources, Inc. Amended and Restated Employee Stock Purchase Plan (together with the Employee Plan and the Director Plan, the "Plans").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plans that would expand, modify or otherwise affect the terms of the Plans or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information

provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plans and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). This opinion is limited to the effect of the current state of the DGCL and to the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 24, 2023 relating to the financial statements of Newpark Resources, Inc. and the effectiveness of Newpark Resources, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Newpark Resources, Inc. for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Houston, Texas
May 18, 2023