

NEWPARK RESOURCES INC  
Form 8-K  
October 13, 2011

**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): October 7, 2011**

**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.)

**2700 Research Forest Drive, Suite 100**

**The Woodlands, TX**

(Address of Principal Executive Offices)

**77381**

(Zip Code)

Registrant's telephone number, including area code: **(281) 362-6800**

(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 240.13e-4(c))

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

Effective as of October 7, 2011, William D. Moss was removed as, and is no longer serving as, Vice President, Corporate Strategy and Development Newpark Resources, Inc. (the Company). Mr. Moss' employment with the Company shall terminate effective October 31, 2011. In connection with the termination of his employment, Mr. Moss, subject to the execution and delivery of a release agreement acceptable to the Company, shall be entitled to certain severance benefits as provided under the terms of his Employment Agreement with the Company. The Company has previously filed the Employment Agreement as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 6, 2008 and the Company refers you to the exhibit for the complete terms thereof.

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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.**

Dated: October 12, 2011

By: /s/ James E. Braun  
 James E. Braun  
 Senior Vice President and Chief Financial Officer

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1. Title of Security  
 (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code  
 (Instr. 8) 4. Securities Acquired (A) or Disposed of (D)  
 (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)  
 (Instr. 3 and 4) 6. Ownership Form: Direct (D) or Indirect (I)  
 (Instr. 4) 7. Nature of Indirect Beneficial Ownership  
 (Instr. 4) Code V Amount (A) or (D) Price Common Stock 02/18/2015 M 15,000 A \$ 34.44 191,767 D Common  
 Stock 02/18/2015 M 10,120 A \$ 29.17 201,887 D Common Stock 02/18/2015 S 25,120 D \$ 56.8344 <sup>(1)</sup> 176,767 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
	\$ 29.17	02/18/2015		M	10,120	<sup>(2)</sup> 06/19/2015	10,120

Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 34.44	02/18/2015		M	15,000	(3)	06/23/2015	Common Stock	15,0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOK SCOTT D C/O INTUIT, INC. 2700 COAST AVENUE MOUNTAIN VIEW, CA 94043	X			

## Signatures

Scott D. Cook                      02/19/2015

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the weighted average price of shares sold at prices that ranged from \$56.71 to \$56.96.
- In connection with the reporting person's continuous service as a non-employee director of the Company, such reporting person has been granted options at the time of the Company's annual meeting of stockholders. The number of options granted is equal to the net present value of \$110,000, calculated using the Black-Scholes valuation methodology on the date of grant. Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter, provided that the reporting person continues as a director or consultant of the Company through such date.
- (2) value of \$110,000, calculated using the Black-Scholes valuation methodology on the date of grant. Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter, provided that the reporting person continues as a director or consultant of the Company through such date.
- (3) Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.

### Remarks:

Due to the SEC limitations on the number of transactions that can be reported on a form, Mr. Cook's historical data is not being reported.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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