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NEWPARK RESOURCES INC
Form S-8 POS
November 14, 2005

As filed with the Securities and Exchange Commission on November 14, 2005
Registration No. 333-106394
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
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.)

3850 NORTH CAUSEWAY BOULEVARD, SUITE 1770
METAIRIE, LOUISIANA
(Address of principal executive offices)

70002
(Zip Code)

NEWPARK RESOURCES, INC.
2003 LONG TERM INCENTIVE PLAN
(Full title of the plan)

JAMES D. COLE
CHIEF EXECUTIVE OFFICER
NEWPARK RESOURCES, INC.
3850 NORTH CAUSEWAY BOULEVARD, SUITE 1770
METAIRIE, LOUISIANA 70002
(Name and address of agent for service)

(504) 838-8222
(Telephone number, including area code, of agent for service)

Copy to:
HOWARD Z. BERMAN, ESQ.
ERVIN, COHEN & JESSUP, LLP
9401 WILSHIRE BOULEVARD, 9TH FLOOR
BEVERLY HILLS, CA 90212
(310) 273-6333

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EXPLANATORY NOTE

The sole purpose of this Post-Effective Amendment No. 1 is to file the Consent of Independent Registered Public Accounting Firm, which is attached hereto as Exhibit 23.1. The attached Consent includes Ernst & Young LLP's consent to the incorporation by reference in the Registration Statement on Form S-8 (File No. 333-106394) of its report dated March 1, 2004, with respect to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2003, and its reports dated March 15, 2005, with

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respect to our consolidated financial statements and our management's assessment of the effectiveness of internal control over financial reporting of our company, and the effectiveness of internal control over financial reporting, which were included in our Annual Report on Form 10-K for the year ended December 31, 2004. The Consents that were filed with these Annual Reports inadvertently omitted Ernst & Young LLP's consent to the incorporation by reference of these reports in such Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

- 4.1 Newpark Resources, Inc. 2003 Long Term Incentive Plan *
5.1 Opinion of Ervin, Cohen & Jessup LLP *
23.1 Consent of Independent Registered Public Accounting Firm **
23.2 Notice regarding consent of Arthur Andersen LLP *
23.3 Consent of Ervin, Cohen & Jessup LLP (included in Exhibit 5.1)*
24.1 Powers of Attorney *

* Previously filed.
** Filed herewith.

SIGNATURES

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 post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Metairie, State of Louisiana, on November 11, 2005.

NEWPARK RESOURCES, INC.

By /s/ James D. Cole

James D. Cole,
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this post-effective amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Table with 3 columns: Signature, Title, Date. Row 1: /s/ James D. Cole, Chief Executive Officer and Director (Principal Executive Officer), November 11, 2005. Row 2: Wm. Thomas Ballantine, President, Chief Operating Officer and Director, November 11, 2005.

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/s/ Matthew W. Hardey

Matthew W. Hardey

Vice President of Finance and
Chief Financial Officer
(Principal Financial and
Accounting Officer)

November 11, 2005

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Jerry W. Box

Director

November 11, 2005

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David P. Hunt

Chairman of the Board

November 11, 2005

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Alan J. Kaufman

Director

November 11, 2005

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James H. Stone

Director

November 11, 2005

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Roger C. Stull

Director

November 11, 2005

*

F. Walker Tucei, Jr.

Director

November 11, 2005

By: /s/ Matthew W. Hardey

Matthew W. Hardey
Attorney-in-Fact

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