

NEWMARKET CORP  
Form 8-K  
January 19, 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) January 18, 2011**

**NEWMARKET CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Virginia**  
(State or other jurisdiction

of incorporation)

**1-32190**  
(Commission

file number)

**20-0812170**  
(IRS employer

identification no.)

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**330 South Fourth Street, Richmond, Virginia**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code (804) 788-5000**

**23219**

**(Zip code)**

**Not applicable**

**(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 (see General Instruction A.2. below):

- ..  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 1.01. Entry into a Material Definitive Agreement.**

On January 19, 2011, NewMarket Corporation (the Company) announced that it had obtained the requisite consents from the holders of its outstanding 7.125% Senior Notes due 2016 (the Senior Notes) to approve the proposed amendment to the indenture governing the Senior Notes pursuant to the Company's previously announced consent solicitation. The consent solicitation expired at 5:00 p.m., New York City time, on Tuesday, January 18, 2011.

Following receipt of the requisite consents from the holders of the Senior Notes, on January 18, 2011, the Company entered into a Third Supplemental Indenture, dated January 18, 2011 (the Supplemental Indenture), with the guaranteeing subsidiaries listed on the signature pages thereto (the Guarantors) and Wells Fargo Bank, N.A., as trustee (the Trustee). The Supplemental Indenture amends the formula for calculating the Company's restricted payments capacity set forth in Section 4.07(a) of the Indenture by adding \$100.0 million to such formula. As a result, the Company expects to have additional flexibility to make restricted payments, including, among other things, repurchases of its outstanding common stock pursuant to its previously disclosed share repurchase program.

A copy of the Supplemental Indenture is filed as Exhibit 4.1 hereto and is incorporated herein by reference. The description of the Supplemental Indenture contained herein is qualified in its entirety by the full text of such exhibit.

A copy of the press release announcing the results of the consent solicitation is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 3.03. Material Modification to Rights of Security Holders.**

The information provided above under Item 1.01 is incorporated herein by reference.

**Item 9.01. Financial Statement and Exhibits.**

(d) *Exhibits.*

4.1 Third Supplemental Indenture, dated as of January 18, 2011, by and among NewMarket Corporation, the Guarantors listed on the signature pages thereto and Wells Fargo Bank, N.A.

99.1 Press Release issued by NewMarket Corporation on January 19, 2011.

**SIGNATURE**

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.

**NEWMARKET CORPORATION**

Date: January 19, 2011

By: /s/ David A. Fiorenza  
David A. Fiorenza  
Vice President and Treasurer

**INDEX OF EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
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