

NEWMARKET CORP  
Form 8-K  
August 21, 2012

**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): August 15, 2012**

**NEWMARKET CORPORATION**

(Exact name of registrant as specified in its charter)

Commission File No. 1-32190

**Virginia**  
(State or other jurisdiction)

**20-0812170**  
(IRS Employer)

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of incorporation)

Identification No.)

**330 South Fourth Street, Richmond, Virginia**  
(Address of principal executive offices)

**23219**  
(Zip Code)

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

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

On August 15, 2012 the Compensation Committee of the Board of Directors (the Compensation Committee) of NewMarket Corporation (the Company) approved grants of restricted stock awards to the Company's named executive officers as set forth below. The awards will be granted on September 4, 2012 (the Award Date) pursuant to the Company's 2004 Incentive Compensation and Stock Plan.

The restricted stock awards are as follows:

| Officer                  | Number of shares<br>of Common Stock |
|--------------------------|-------------------------------------|
| Thomas E. Gottwald       | 410                                 |
| Steven M. Edmonds        | 205                                 |
| David A. Fiorenza        | 205                                 |
| Bruce R. Hazelgrove, III | 205                                 |

The stock will vest on the third anniversary of the Award Date, provided the executive officer is employed by the Company through such date. The Company will also retain and withhold shares of stock from each award to satisfy minimum statutory tax obligations for each executive officer.

On August 15, 2012, the Compensation Committee also approved a grant of a stock award to Warren E. Huang, as set forth below. The award will be granted on the Award Date pursuant to the Company's 2004 Incentive Compensation and Stock Plan.

The stock award to Mr. Huang is as follows:

| Officer           | Number of shares<br>of Common Stock |
|-------------------|-------------------------------------|
| C.S. Warren Huang | 410                                 |

The stock awarded to Mr. Huang will vest immediately on the Award Date and may not be sold or otherwise transferred until September 4, 2013. The Company will also retain and withhold shares of stock from Mr. Huang's award to satisfy minimum statutory tax obligations.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

10.1 Form of Restricted Stock Award Agreement

**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.

Date: August 21, 2012

**NEWMARKET CORPORATION**

By: /s/ David A. Fiorenza  
David A. Fiorenza  
Vice President and Chief Financial Officer

**Exhibit Index**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                       |
|------------------------|--|
| 10.1                   | Form of Restricted Stock Award Agreement |