

NEWMARKET CORP  
Form 8-K  
February 23, 2009

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**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): 02/19/2009**

**NewMarket Corporation**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-32190**

**Virginia**  
(State or other jurisdiction of  
incorporation)

**20-0812170**  
(IRS Employer  
Identification No.)

**330 South Fourth Street, Richmond, VA 23219**  
(Address of principal executive offices, including zip code)

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

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

Mr. Sidney Buford Scott will retire from the Board of Directors of NewMarket Corporation, (the "Company") when his current term ends at the 2009 Annual Meeting on April 23, 2009. The Company previously announced Mr. Scott's intent to retire in a press release issued on December 23, 2008, a copy of which was attached as an exhibit to the Company's Current Report on Form 8-K previously filed with the Securities and Exchange Commission on December 23, 2008.

On February 19, 2009, the Compensation Committee, taking into consideration the Company's achievements for 2008, including the successful management of the petroleum additives business, approved the following bonus payments for the Company's named executive officers:

|  |           |
|--|-----------|
| Thomas E. Gottwald, President and Chief Executive Officer of the Company                             | \$475,000 |
| C.S. Warren Huang, President of Afton Chemical Corporation, a wholly owned subsidiary of the Company | \$365,000 |
| Bruce R. Hazelgrove, III, Vice President - Corporate Resources of the Company                        | \$190,000 |
| Steven M. Edmonds, Vice President and General Counsel of the Company                                 | \$175,000 |
| David A. Fiorenza, Vice President, Treasurer and Principal Financial Officer of the Company          | \$150,000 |

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On February 19, 2009, the Company's Board of Directors amended Section 2 of Article II of the Company's Bylaws to decrease the size of the Board of Directors from eight to seven directors (the "Amendment"). The Amendment is effective on April 23, 2009.

The Company's Bylaws, as amended, are attached hereto as Exhibit 3.1 and are incorporated herein by reference.

**Item 8.01. Other Events**

On February 19, 2009, the Company issued a press release reporting that the Company's Board of Directors had declared a dividend of 20 cents per share of the Company's common stock, payable on April 1, 2009 to the Company's shareholders of record as of March 16, 2009. A copy of this press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

3.1 Amended Bylaws of the Company.

99.1 Press release issued by the Company on February 19, 2009.

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**Signature(s)**

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: February 23, 2009

By: /s/ David A. Fiorenza

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David A. Fiorenza  
Vice President and Treasurer

**Exhibit Index**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                                |
|---------------------------|--|
| EX-3.1                    | Amended Bylaws of the Company                            |
| EX-99.1                   | Press Release issued by the Company on February 19, 2009 |