

NEWMARKET CORP
Form 11-K
June 13, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 11-K

ý ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2012
OR

.. TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the transition period from to
Commission File Number 001-32190

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

SAVINGS PLAN FOR THE EMPLOYEES
OF NEWMARKET CORPORATION AND AFFILIATES

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

NEWMARKET CORPORATION
330 SOUTH FOURTH STREET
RICHMOND, VIRGINIA 23219-4350

Savings Plan for the Employees of NewMarket Corporation and Affiliates
Index of Financial Statements and Supplemental Schedule

| | Page(s) |
|---|-----------|
| <u>Report of Independent Registered Public Accounting Firm</u> | <u>1</u> |
| Financial Statements | |
| <u>Statements of Net Assets Available for Benefits at December 31, 2012 and December 31, 2011</u> | <u>2</u> |
| <u>Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2012 and December 31, 2011</u> | <u>3</u> |
| <u>Notes to Financial Statements</u> | <u>4</u> |
| Supplemental Schedule* | |
| <u>Schedule H, Line 4i—Schedule of Assets (Held at End of Year) at December 31, 2012</u> | <u>10</u> |

Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for
* Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are not included because they are not applicable.

Report of Independent Registered Public Accounting Firm
To the Administrator of the
Savings Plan for the Employees of NewMarket Corporation and Affiliates

We have audited the accompanying statements of net assets available for benefits of the Savings Plan for the Employees of NewMarket Corporation and Affiliates (the "Plan") as of December 31, 2012 and December 31, 2011 and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and December 31, 2011, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States. Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012, is presented for the purpose of analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Keiter

June 13, 2013
Glen Allen, Virginia

Savings Plan for the Employees of NewMarket Corporation and Affiliates
Statements of Net Assets Available for Benefits
December 31, 2012 and December 31, 2011

| | 2012 | 2011 |
|--|---------------|---------------|
| Cash | \$24,219 | \$1,015 |
| Investments, at fair value (Notes 3 and 4) | 368,447,122 | 303,324,673 |
| Receivables | | |
| Interest and dividends | 49,461 | 602,893 |
| Notes receivable from participants | 1,817,218 | 1,423,191 |
| Net assets available for benefits | \$370,338,020 | \$305,351,772 |

The accompanying notes are an integral part of the financial statements.

Savings Plan for the Employees of NewMarket Corporation and Affiliates
 Statements of Changes in Net Assets Available for Benefits
 Years Ended December 31, 2012 and December 31, 2011

| | 2012 | 2011 |
|--|---------------|---------------|
| Additions to net assets attributed to | | |
| Net appreciation in fair value of investments (Note 4) | \$53,787,653 | \$43,603,192 |
| Investment income—interest and dividends | 24,534,542 | 5,488,906 |
| Interest income on notes receivable from participants | 67,095 | 60,605 |
| Contributions | | |
| Employees | 9,223,801 | 7,432,999 |
| Employer | 3,756,777 | 3,132,378 |
| Total additions | 91,369,868 | 59,718,080 |
| Deductions from net assets attributed to | | |
| Benefit payments | (26,383,620 |) (19,453,775 |
| Total deductions | (26,383,620 |) (19,453,775 |
| Net increase | 64,986,248 | 40,264,305 |
| Net assets available for benefits | | |
| At beginning of year | 305,351,772 | 265,087,467 |
| At end of year | \$370,338,020 | \$305,351,772 |

The accompanying notes are an integral part of the financial statements.

Savings Plan for the Employees of NewMarket Corporation and Affiliates
Notes to Financial Statements
December 31, 2012 and December 31, 2011

1. Description of Plan

General

The Savings Plan for the Employees of NewMarket Corporation and Affiliates (the Plan) is a defined contribution plan covering all eligible employees of NewMarket Corporation and certain subsidiaries (the Company or NewMarket). Employees become eligible to participate on their date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974. Information regarding Plan benefits, priority of distributions upon termination of the Plan, and vesting is provided in the Plan document, which is available at the main office of the Plan administrator at 330 South Fourth Street, Richmond, Virginia 23219.

Bank of America, N.A. is the Plan's investment manager and trustee and Merrill Lynch, Pierce, Fenner & Smith, Inc. is the Plan's record-keeper.

Contributions

Participants in the Plan may make pre-tax contributions from 1% to 50% of their base pay, as defined in the Plan document. Participants may make after-tax contributions from 1% to 15% of their base pay. Participants who are deemed "highly compensated" are limited to contributions of 10% of their base pay on both a pre-tax and after-tax basis. Any combination of pre-tax and after-tax contributions is subject to the 10%, 15%, or 50% limits. In addition, federal law places a dollar limit on the amount of pre-tax contributions an individual can make to 401(k) plans during a calendar year. NewMarket may also impose an annual Plan contribution limitation that is lower than the maximum federal limitation. The maximum pre-tax federal limit was \$17,000 for 2012 and \$16,500 for 2011. Participants who have attained age 50 may make "catch-up" contributions in a dollar amount established by the Internal Revenue Service (\$5,500 for each of 2012 and 2011).

NewMarket contributes 50% of the first 10% of base pay that a participant contributes to the Plan. Contributions made by NewMarket are invested in the NewMarket Corporation Common Stock Fund. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participant contributions are 100% vested at all times while contributions made by NewMarket are 40% vested after two years of service, 60% vested after three years of service, 80% vested after four years of service and 100% vested after five years of service.

Administrative Expenses

Costs of administering the Plan are paid from investment-related compensation received by the record-keeper from the various mutual funds held in the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contributions, trading fees, as well as allocations of Plan earnings or losses. Allocations of Plan earnings or losses are based on account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Benefit Payments

Benefits are recorded when paid. Participants may decide whether benefits will be received directly in the form of cash proceeds or in whole shares of common stock.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as transfers between the investment fund and the loan fund. Loans are made over a period not to exceed five years. The loans are collateralized by the balance in the participant's account and bear a reasonable fixed rate of interest determined by the Plan administrator based on a rate of return commensurate with the prevailing interest rate charged on similar commercial loans by

persons in the business of lending money. Interest rates are determined as of the date of the loan. Notes receivable from participants are reported at their unpaid principal balances plus accrued but unpaid interest. Interest rates on participant loans ranged from 4.25% to 8.25% at December 31, 2012 and 4.25% to 9.25% at December 31, 2011. Principal and interest are paid through payroll deductions. Management has evaluated notes receivable from participants for collectability and has determined that no allowance is necessary.

Savings Plan for the Employees of NewMarket Corporation and Affiliates
Notes to Financial Statements
December 31, 2012 and December 31, 2011

Forfeitures

Participants who leave NewMarket before becoming fully vested in NewMarket contributions forfeit the value of their nonvested account. Forfeitures during a Plan year can serve to reduce required Company contributions and/or to cover Plan administrative expenses. Forfeitures that reduced the Company's contributions were \$583,484 for 2012 and \$61,702 for 2011. The forfeiture balance at both December 31, 2012 and December 31, 2011 was immaterial.

Employee Stock Ownership Plan Feature

Effective October 22, 2009, NewMarket amended the Plan to designate a portion of the Plan's assets as an employee stock ownership plan (ESOP), comprised of the NewMarket Corporation Common Stock Fund. All dividends with a record date on or after December 1, 2009, declared on NewMarket Corporation common stock held in the ESOP are fully vested without regard to whether any other portion of the ESOP or any participant's account is vested. In addition, with respect to those dividends, participants are permitted to make an election to receive those dividends or to have those dividends reinvested in the ESOP. Under the amendment and effective January 1, 2010, a participant may request the liquidation and transfer of all or a portion of his or her investment in the ESOP to an alternate investment fund at any time. Further, a participant may request that his or her ESOP benefits be distributed in the form of NewMarket Corporation common stock. In addition to a participant's after-tax, pre-tax and rollover accounts, loans are available under the ESOP from the portion of a participant's account attributable to dividends with a record date on or after December 1, 2009, declared on shares of NewMarket Corporation common stock held in the ESOP.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan have been prepared in conformity with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition

All investments of the Plan are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between willing market participants at the measurement date. Investments are reflected at fair value in the financial statements. Security transactions are recorded as of the trade date. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various mutual fund and commingled trust fund investment options in stocks, bonds and fixed income securities, as well as direct common stock investments. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Savings Plan for the Employees of NewMarket Corporation and Affiliates
Notes to Financial Statements
December 31, 2012 and December 31, 2011

3. Fair Value Measurements

The following is a description of valuation methodologies used for fair value measurement of investments:

Common stock Common stock is valued at the closing price reported on the New York Stock Exchange.

Mutual funds Mutual funds are valued at the closing price reported on the NASDAQ.

Commingled trust funds Commingled trust funds are valued daily at the net asset value of shares or units held by the Plan based on quoted market value of the underlying assets. There are no redemption or frequency restrictions as of December 31, 2012 or December 31, 2011.

The valuation methodologies described above may generate a fair value calculation that may not be indicative of net realizable value or future fair values. While the Plan's management believes the valuation methodologies used are appropriate, the use of different methodologies or assumptions in calculating fair value could result in different amounts.

Certain reclassifications in the 2011 categorization of mutual funds have been made in the table below to reflect current Morningstar categories and to conform to the current presentation.

The following tables provide information by level on the fair value of the Plan's investments.

| | Fair Value | December 31, 2012 Fair Value Measurements Using | | |
|-------------------------------------|----------------|--|---------------|---------|
| | | Level 1 | Level 2 | Level 3 |
| Mutual funds: | | | | |
| Blend funds | \$ 51,581,011 | \$ 51,581,011 | \$ 0 | \$ 0 |
| Fixed income funds | 42,217,946 | 42,217,946 | 0 | 0 |
| Value funds | 26,016,807 | 26,016,807 | 0 | 0 |
| Growth funds | 19,536,663 | 19,536,663 | 0 | 0 |
| Balanced funds | 3,786,957 | 3,786,957 | 0 | 0 |
| Total mutual funds | 143,139,384 | 143,139,384 | 0 | 0 |
| Common stock | 189,394,573 | 189,394,573 | 0 | 0 |
| Commingled trust funds-fixed income | 35,913,165 | 0 | 35,913,165 | 0 |
| Total investments at fair value | \$ 368,447,122 | \$ 332,533,957 | \$ 35,913,165 | \$ 0 |

Savings Plan for the Employees of NewMarket Corporation and Affiliates
Notes to Financial Statements
December 31, 2012 and December 31, 2011

| | Fair Value | December 31, 2011 | | |
|---------------------------------|----------------|-------------------------------|---------------|---------|
| | | Fair Value Measurements Using | | |
| | | Level 1 | Level 2 | Level 3 |
| Mutual funds: | | | | |
| Blend funds | \$ 21,239,105 | \$ 21,239,105 | \$ 0 | \$ 0 |
| Fixed income funds | 32,595,156 | 32,595,156 | 0 | 0 |
| Value funds | 24,038,668 | 24,038,668 | 0 | 0 |
| Growth funds | 17,994,114 | 17,994,114 | 0 | 0 |
| Balanced funds | 3,097,206 | 3,097,206 | 0 | 0 |
| Total mutual funds | 98,964,249 | 98,964,249 | 0 | 0 |
| Common stock | 140,669,536 | 140,669,536 | 0 | 0 |
| Commingled trust funds: | | | | |
| Fixed income funds | 40,643,055 | 0 | 40,643,055 | 0 |
| Blend funds | 23,047,833 | 0 | 23,047,833 | 0 |
| Total commingled trust funds | 63,690,888 | 0 | 63,690,888 | 0 |
| Total investments at fair value | \$ 303,324,673 | \$ 239,633,785 | \$ 63,690,888 | \$ 0 |

4. Investments

Participants currently in the Plan may invest their Plan account in any of the active 13 mutual funds, one commingled trust fund, and the NewMarket Corporation Common Stock Fund, or in any combination thereof. Investments also include two common stock funds, in which new investments are prohibited. Participants may invest their own contributions to the Plan in these active investment funds in one percent increments and may transfer among the active funds at any time. Contributions made by NewMarket are invested in the NewMarket Corporation Common Stock Fund.

The following table presents investments held at year-end that represent at least five percent (5%) or more of net assets available for benefits at December 31.

| | 2012 | 2011 |
|--|----------------|----------------|
| NewMarket Corporation Common Stock Fund (Note 7) | \$ 173,953,544 | \$ 126,347,781 |
| Merrill Lynch Equity Index Trust | * | 20,507,033 |
| Invesco Stable Value Retirement Fund | 35,913,165 | 40,643,055 |
| PIMCO Total Return Fund | 34,055,275 | 27,018,902 |
| Blackrock S&P 500 Stock Fund | 24,566,792 | * |

* Represents less than 5% of Plan assets

Savings Plan for the Employees of NewMarket Corporation and Affiliates
 Notes to Financial Statements
 December 31, 2012 and December 31, 2011

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows.

| | 2012 | 2011 | |
|------------------------|--------------|--------------|---|
| Common stock | \$42,206,060 | \$48,782,380 | |
| Mutual funds | 9,794,657 | (5,171,598 |) |
| Commingled trust funds | 1,786,936 | (7,590 |) |
| | \$53,787,653 | \$43,603,192 | |

5. Tax Status

The Internal Revenue Service has determined and informed the Plan administrator by letter dated March 28, 2003, that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter; however, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. An application was filed on January 14, 2011, for a new determination letter.

Management has evaluated the effects of accounting guidance related to uncertain income tax positions and concluded that the Plan had no significant financial statement exposure to uncertain income tax positions at December 31, 2012, or December 31, 2011.

6. Plan Termination

Although it has not expressed any intent to do so, NewMarket has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974. In the event of Plan termination, participants will become 100% vested in their account balances and the assets of the Plan shall be allocated to participants in proportion to their account balances as of the effective date of termination.

7. Related-Party Transactions

Plan assets available for benefits include cash funds, which are managed by Bank of America, N.A., the trustee of the Plan, and therefore, qualify as party-in-interest transactions. Investments in the NewMarket Corporation Common Stock Fund represent investments in shares of common stock of NewMarket Corporation, the Plan sponsor. The table below shows the activity in the NewMarket Corporation Common Stock Fund during 2012 and 2011.

| | Shares | Amount | |
|---------------------------|----------|---------------|---|
| Balance—January 1, 2011 | 699,388 | \$86,283,527 | |
| Purchases | 164,039 | 25,835,715 | |
| Distributions and sales | (225,661 |) (31,524,878 |) |
| Appreciation | 0 | 45,753,417 | |
| Balance—December 31, 2011 | 637,766 | 126,347,781 | |
| Purchases | 131,539 | 37,846,819 | |
| Distributions and sales | (105,867 |) (28,442,229 |) |

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| | | |
|---------------------------|---------|---------------|
| Appreciation | 0 | 38,201,173 |
| Balance—December 31, 2012 | 663,438 | \$173,953,544 |

8

Savings Plan for the Employees of NewMarket Corporation and Affiliates
Notes to Financial Statements
December 31, 2012 and December 31, 2011

8. Other Matters

Currently, and since July 1, 2011, a participant who transfers all or part of their investment in the NewMarket Corporation Common Stock Fund into another investment fund cannot liquidate and transfer amounts held in such other investment funds into the NewMarket Corporation Common Stock Fund until 90 days after the date of the most recent liquidation and transfer out of the NewMarket Corporation Common Stock Fund. This restriction does not apply to the investment of future after-tax, pre-tax and rollover contributions made by the participant, or future matching and discretionary contributions made by the Company.

The Plan has been amended to modify the definition of "Base Pay" that is used to determine contributions under the Plan. Effective for pay periods through December 31, 2011, Base Pay includes only the straight-time portion of an employee's regularly scheduled overtime. Effective for pay periods beginning on or after January 1, 2012, Base Pay includes the straight-time portion of an employee's regularly scheduled overtime, plus pay for any other overtime or extended work week pay, and any premium pay related to hours actually worked. Base Pay does not include any type of bonus payment, reimbursement of moving expenses, reimbursement of educational expenses, or similar payments, or any other supplemental payments which an employee may receive in addition to base salary or wage regardless of the term used to designate such increment.

Effective February 15, 2012, Bank of America, N.A., the trustee for the two Merrill Lynch collective investment trusts available to participants in the Plan, discontinued the Merrill Lynch Equity Index Trust and the Merrill Lynch International Index Trust. As a result, NewMarket elected to replace these trusts with the BlackRock S&P 500 Stock Fund and the BlackRock International Index Fund. Investments in the trusts being removed from the Plan were transferred, and future contributions were redirected as follows: Merrill Lynch Equity Index Trust were transferred to the BlackRock S&P 500 Stock Fund and Merrill Lynch International Index Trust were transferred to the BlackRock International Index Fund.

9. Subsequent Events

The Plan Sponsor's management has evaluated subsequent events through the date the financial statements were issued and has determined there are no subsequent events to be reported in the accompanying financial statements.

Savings Plan for the Employees of NewMarket Corporation and Affiliates
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

EIN: 20-0812170 PN: 002

| (a) | (b) Identity of issuer, borrower, lessor or similar party | (c) Description | (d) Cost ** | (e) Current value |
|-----|---|---|---------------|-------------------|
| * | NewMarket Stock Fund: | | | |
| | Matching contributions | Common stock; no par value (395,310 shares) | \$ 17,149,625 | \$ 103,650,284 |
| | Employee deferral | Common stock; no par value (268,128 shares) | | 70,303,260 |
| | Tredegar Corporation | Common stock; no par value (50,616 shares) | | 1,033,584 |
| | Albemarle Corporation | Common stock; \$.01 par value (231,929 shares) | | 14,407,445 |
| | Invesco Stable Value Retirement Fund | Collective trust (35,913,165 units) | | 35,913,165 |
| | PIMCO Total Return Fund | Mutual fund (3,029,829 units) | | 34,055,275 |
| | Allianz NFJ Small Cap Fund | Mutual fund (326,184 units) | | 9,765,961 |
| | Buffalo Small Cap Fund | Mutual fund (77,112 units) | | 2,172,249 |
| | Dreyfus Bond Market Index | Mutual fund (740,043 units) | | 8,162,671 |
| | Invesco Growth & Income Fund | Mutual fund (473,123 units) | | 9,916,667 |
| | BlackRock Capital Appreciation Fund | Mutual fund (338,039 units) | | 8,315,767 |
| | BlackRock International Index | Mutual fund (262,646 units) | | 2,904,869 |
| | BlackRock S&P 500 Stock Fund | Mutual fund (143,573 units) | | 24,566,792 |
| | BlackRock Balanced Capital Fund | Mutual fund (166,022 units) | | 3,786,957 |
| | Franklin Small-Mid Cap Growth Fund | Mutual fund (256,481 units) | | 9,048,647 |
| | Davis New York Venture Fund | Mutual fund (212,062 units) | | 7,453,982 |
| | Oakmark International Fund | Mutual fund (795,765 units) | | 16,655,368 |
| | Perkins Mid Cap Value Fund | Mutual fund (296,822 units) | | 6,334,179 |
| | | Notes receivable from participants bearing interest at 4.25%-8.25% annually, maturity dates of 1/22/2013-1/5/2018 | | 368,447,122 |
| * | Participant loans | | 0 | 1,817,218 |
| | | | | \$ 370,264,340 |

* Denotes a party in interest to the Plan

** Cost information is not required for employee deferrals invested in the NewMarket Stock Fund

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**SAVINGS PLAN FOR THE EMPLOYEES
OF NEWMARKET CORPORATION AND
AFFILIATES**

Date: June 13, 2013

By: /s/ D. A. Fiorenza
David A. Fiorenza
Vice President, Chief Financial Officer,
Member of the Master Trust Committee

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|-------------------|
| 23 | Consent of Keiter |