

VALHI INC /DE/  
Form 8-K  
February 28, 2014

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 the earliest event reported)  
February 27, 2014

Valhi, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

1-5467  
(Commission  
File Number)

87-0110150  
(IRS Employer  
Identification No.)

5430 LBJ Freeway, Suite 1700, Dallas, Texas  
(Address of principal executive offices)

75240-2697  
(Zip Code)

Registrant's telephone number, including area code  
(972) 233-1700

(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):

- ☐ 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 5.01

Changes in Control of Registrant

The disclosure set forth in Amendment No. 73 to Schedule 13D regarding the registrant's common stock and filed by Valhi Holding Company, Dixie Rice Agricultural Corporation, Inc., Contran Corporation, Lisa K. Simmons, Serena Simmons Connelly and Annette C. Simmons with the U.S. Securities and Exchange Commission on February 5, 2014 reporting a change in control of the registrant on December 28, 2013 is incorporated herein by reference.

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

(d) Effective February 27, 2014, the registrant's board of directors increased the size of its board from five to seven and elected Loretta J. Feehan, William J. Lindquist and Bobby D. O'Brien to fill an existing vacancy and the two newly created vacancies, each to serve as a director until her or his successor is elected and qualified or her or his earlier resignation, removal or death.

Item 7.01

Regulation FD Disclosure.

The registrant hereby furnishes the information set forth in its press release issued on February 27, 2014, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information, including the exhibit, the registrant furnishes in this Item 7.01 and 9.01 is not deemed "filed" for purposes of section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Registration statements or other documents filed with the U.S. Securities and Exchange Commission shall not incorporate this information by reference, except as otherwise expressly stated in such filing.

Item 9.01

Financial Statements and Exhibits.

(d) Exhibits

Item No.

Exhibit Index

99.1 Press release dated February 27, 2014 issued by the registrant.

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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.

Valhi, Inc.  
(Registrant)

By :                    / s /   A .   A n d r e w   R .  
Louis  
A. Andrew R. Louis, Secretary

Date: February 27, 2014

INDEX TO EXHIBITS

| Item No. | Exhibit Index                                                   |
|----------|-----------------------------------------------------------------|
| 99.1     | Press release dated February 27, 2014 issued by the registrant. |