

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)  
July 23, 2024

**KRONOS WORLDWIDE, INC.**  
(Exact name of registrant as specified in its charter)

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

**1-31763**  
(Commission  
File Number)

**76-0294959**  
(IRS Employer  
Identification No.)

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

**75240-2620**  
(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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	KRO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On July 23, 2024, Kronos Worldwide, Inc. (“Kronos”) issued a press release announcing a private offering of €75 million of senior secured notes of its wholly-owned subsidiary, Kronos International, Inc., subject to market conditions and other factors. Later on July 23, 2024, Kronos issued a press release announcing that Kronos International, Inc. has agreed to sell €75 million principal amount of senior secured notes due 2029 through an institutional private placement (the “Notes Offering”). Subject to customary closing conditions, the Notes Offering is expected to occur on or about July 30, 2024.

Copies of the press releases are attached hereto as Exhibit 99.1 and Exhibit 99.2 and are incorporated by reference herein in accordance with Rule 135c of the Securities Act of 1933, as amended. Nothing in this filing or the attached press releases is an offer to sell or a solicitation of an offer to purchase any notes.

This Current Report on Form 8-K contains forward-looking statements, including regarding the Notes Offering. These forward-looking statements involve a number of risks and uncertainties. Among the important factors that could cause actual results to differ materially from those results indicated in the forward-looking statements are those identified in Kronos Worldwide, Inc.’s most recent annual and quarterly reports filed with the Securities and Exchange Commission.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

- |      |  |
|------|--|
| 99.1 | <a href="#"><u>Press Release, dated July 23, 2024, issued by Kronos Worldwide, Inc. regarding announcement of private offering of senior secured notes</u></a> |
| 99.2 | <a href="#"><u>Press Release, dated July 23, 2024, issued by Kronos Worldwide, Inc. regarding pricing of private offering of senior secured notes</u></a>      |
| 104  | Cover Page Interactive Data File (embedded within Inline XBRL document).   |
-

**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.

**KRONOS WORLDWIDE, INC.**  
(Registrant)

Date: July 23, 2024

By: /s/ Tim C. Hafer

*Tim C. Hafer,*

*Executive Vice President and Chief Financial Officer*

---



## **KRONOS WORLDWIDE, INC. ANNOUNCES PRIVATE OFFERING OF AN ADDITIONAL €75 MILLION OF 9.50% SENIOR SECURED NOTES DUE 2029**

DALLAS, TEXAS – July 23, 2024 – Kronos Worldwide, Inc. (NYSE: KRO) (the “Company”) announced today that it is seeking to raise debt capital through a private offering of €75 million aggregate principal amount of additional 9.50% Senior Secured Notes due 2029 (the “Notes”) by its wholly-owned subsidiary, Kronos International, Inc. (“KII”). The Notes are being offered as additional notes to the existing €276,174,000 aggregate principal amount of 9.50% Senior Secured Notes due 2029 that KII issued on February 12, 2024 (the “Existing Notes”). Other than with respect to the date of issuance and issue price, the Notes will have the same terms as the Existing Notes. The Notes will be maintained under the same ISIN and Common Code numbers as the Existing Notes, except that the Notes issued pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”), will trade separately under different ISIN and Common Code numbers until 40 days after the issue date of the Notes, but thereafter, the Notes issued pursuant to Regulation S will be maintained under the same ISIN and Common Code numbers as the Existing Notes issued pursuant to Regulation S.

The Notes will be fully and unconditionally guaranteed, jointly and severally, on a senior basis by the Company and each of its direct and indirect domestic, wholly-owned subsidiaries (other than the Issuer, the “Guarantors”), subject to certain exceptions and secured by first-priority security interests in certain assets of the Company and the Guarantors.

The completion of the offering depends on several factors, including market conditions. The Company intends to use the proceeds of the offering, after payment of fees and expenses, to repay a portion of its global revolving credit facility with Wells Fargo, on which it drew in connection with its recently announced acquisition of the remaining equity interest that it did not already own of Louisiana Pigment Company. L.P., a chloride-process TiO<sub>2</sub> production facility located in Lake Charles, LA which the Company had previously operated as a 50% owned joint venture with Venator Materials.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy any of the Notes nor shall there be any sales of the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful without registration or qualification under the securities laws of any such jurisdiction. This notice is being issued pursuant to and in accordance with Rule 135(c) under the Securities Act.

The Notes and related guarantees subject to the private placement have not been and will not be registered under the Securities Act, or any state securities laws, and will be offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act and in offshore transactions to non-U.S. persons (within the meaning of Regulation S) outside the U.S. that are not “retail investors” residing in a member state of the EEA or the UK. The Notes and related guarantees may not be offered or sold in the United States or to U.S. persons except pursuant to registration under or an exemption from the registration requirements of the Securities Act and applicable state securities laws.

### **About the Company**

Kronos Worldwide, Inc., incorporated in Delaware in 1989, is a leading global producer and marketer of value-added titanium dioxide pigments, or TiO<sub>2</sub>, a base industrial product used in a wide range of applications. The Company, along with its distributors and agents, sells and provides technical services for its products to approximately 3,000 customers in 100 countries with the majority of its sales in Europe, North America and the Asia Pacific region. The Company believes it has developed considerable expertise and efficiency in the manufacture, sale, shipment and service of its products in domestic and international markets.

## **Forward-Looking Statements**

The statements in this press release relating to matters that are not historical facts are forward-looking statements that represent management's beliefs and assumptions based on currently available information. These forward-looking statements include, among others, statements about the potential outcome or effect of the notes offering or the use of proceeds therefrom. Although Kronos believes the expectations reflected in such forward-looking statements are reasonable, it cannot give any assurances that these expectations will prove to be correct. Such statements by their nature involve substantial risks and uncertainties that could significantly impact expected results, and actual future results could differ materially from those described in such forward-looking statements. The factors that could cause actual future results to differ materially include, but are not limited to, uncertainties relating to market conditions for corporate debt securities generally and for the securities of specialty chemical companies and for Kronos in particular. Such factors also include those identified in the Company's most recent annual and quarterly reports filed with the Securities and Exchange Commission.

\* \* \* \* \*

*This news release is for informational purposes only and is not an offer to sell, or the solicitation of an offer to buy, securities.*

## **Investor Relations Contact**

Bryan A. Hanley  
Senior Vice President and Treasurer  
Tel. 972-233-1700



## **KRONOS WORLDWIDE, INC. PRICES PRIVATE OFFERING OF AN ADDITIONAL €75 MILLION OF 9.50% SENIOR SECURED NOTES DUE 2029**

DALLAS, TEXAS – July 23, 2024 – Kronos Worldwide, Inc. (NYSE: KRO) (the “Company”) announced today that its wholly-owned subsidiary, Kronos International, Inc. (“KII”), has agreed to sell €75 million aggregate principal amount of additional 9.50% Senior Secured Notes due 2029 (the “Notes”) through an institutional private placement. The Notes will be issued as additional notes to the existing €276,174,000 aggregate principal amount of 9.50% Senior Secured Notes due 2029 that KII issued on February 12, 2024 (the “Existing Notes”). Other than with respect to the date of issuance and issue price, the Notes will have the same terms as the Existing Notes. The Notes will be maintained under the same ISIN and Common Code numbers as the Existing Notes, except that the Notes issued pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”), will trade separately under different ISIN and Common Code numbers until 40 days after the issue date of the Notes, but thereafter, the Notes issued pursuant to Regulation S will be maintained under the same ISIN and Common Code numbers as the Existing Notes issued pursuant to Regulation S.

The Notes will be fully and unconditionally guaranteed, jointly and severally, on a senior basis by the Company and each of its direct and indirect domestic, wholly-owned subsidiaries (other than the Issuer, the “Guarantors”), subject to certain exceptions and secured by first-priority security interests in certain assets of the Company and the Guarantors.

The Notes were oversubscribed and priced at a premium of 107.50%. The proceeds to the Company are expected to be approximately €80,625,000 (or approximately \$87,500,000 at current exchange rates) before fees and expenses. The Company intends to use the proceeds of the offering, after payment of fees and expenses, to repay a portion of its global revolving credit facility with Wells Fargo, on which it drew in connection with its recently announced acquisition of the remaining equity interest that it did not already own of Louisiana Pigment Company, L.P., a chloride-process TiO<sub>2</sub> production facility located in Lake Charles, LA which the Company had previously operated as a 50% owned joint venture with Venator Materials. Subject to customary closing conditions, the closing of this offering is expected to occur on or about July 30, 2024.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy any of the Notes nor shall there be any sales of the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful without registration or qualification under the securities laws of any such jurisdiction. This notice is being issued pursuant to and in accordance with Rule 135(c) under the Securities Act.

The Notes and related guarantees subject to the private placement have not been and will not be registered under the Securities Act, or any state securities laws, and will be sold only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act and in offshore transactions to non-U.S. persons (within the meaning of Regulation S) outside the U.S. that are not “retail investors” residing in a member state of the EEA or the UK. The Notes and related guarantees may not be offered or sold in the United States or to U.S. persons except pursuant to registration under or an exemption from the registration requirements of the Securities Act and applicable state securities laws.

### **About the Company**

Kronos Worldwide, Inc., incorporated in Delaware in 1989, is a leading global producer and marketer of value-added titanium dioxide pigments, or TiO<sub>2</sub>, a base industrial product used in a wide range of applications. The Company, along with its distributors and agents, sells and provides technical services for its products to approximately 3,000 customers in 100 countries with the majority of its sales in Europe, North America and the Asia Pacific region.

The Company believes it has developed considerable expertise and efficiency in the manufacture, sale, shipment and service of its products in domestic and international markets.

### **Forward-Looking Statements**

The statements in this press release relating to matters that are not historical facts are forward-looking statements that represent management's beliefs and assumptions based on currently available information. These forward-looking statements include, among others, statements about the potential outcome or effect of the notes offering or the use of proceeds therefrom. Although Kronos believes the expectations reflected in such forward-looking statements are reasonable, it cannot give any assurances that these expectations will prove to be correct. Such statements by their nature involve substantial risks and uncertainties that could significantly impact expected results, and actual future results could differ materially from those described in such forward-looking statements. The factors that could cause actual future results to differ materially include, but are not limited to, those identified in the Company's most recent annual and quarterly reports filed with the Securities and Exchange Commission.

\* \* \* \* \*

*This news release is for informational purposes only and is not an offer to sell, or the solicitation of an offer to buy, securities.*

### **Investor Relations Contact**

Bryan A. Hanley  
Senior Vice President and Treasurer  
Tel. 972-233-1700