

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 3, 2022

KRONOS WORLDWIDE, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-31763
(Commission
File Number)

76-0294959
(I.R.S. Employer
Identification No.)

5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2620
(Address of Principal Executive Offices, and 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 2.02 Results of Operations and Financial Condition.

The registrant hereby furnishes the information set forth in its press release entitled “Kronos Worldwide Reports Second Quarter 2022 Results” that the registrant issued on August 3, 2022, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The press release the registrant furnishes as Exhibit 99.1 to this current report 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 7.01 Regulation FD Disclosure.

The registrant hereby furnishes the information set forth in its press release entitled “Kronos Worldwide, Inc. Announces Quarterly Dividend” that the registrant also issued on August 3, 2022, a copy of which is attached hereto as Exhibit 99.2 and incorporated herein by reference.

The press release the registrant furnishes as Exhibit 99.2 to this current report 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

<u>Item No.</u>	<u>Exhibit Index</u>
99.1	Press release dated August 3, 2022 entitled “Kronos Worldwide Reports Second Quarter 2022 Results” and issued by the registrant.
99.2	Press release dated August 3, 2022 entitled “Kronos Worldwide, Inc. Announces Quarterly Dividend” and issued by the registrant.
104	Cover Page Interactive Data File (embedded within the 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: August 3, 2022

By: /s/ Tim C. Hafer
Tim C. Hafer,
Executive Vice President and Chief Financial Officer

News Release

FOR IMMEDIATE RELEASE



KRONOS WORLDWIDE REPORTS SECOND QUARTER 2022 RESULTS

DALLAS, TEXAS...August 3, 2022... Kronos Worldwide, Inc. (NYSE:KRO) today reported net income of \$45.9 million, or \$.40 per share, in the second quarter of 2022 compared to \$25.7 million, or \$.22 per share, in the second quarter of 2021. For the first six months of 2022, Kronos Worldwide reported net income of \$103.4 million, or \$.90 per share, compared to net income of \$45.3 million, or \$.39 per share in the first six months of 2021. Net income increased in the 2022 periods as compared to the same periods in 2021 primarily due to higher income from operations resulting from the net effects of higher average TiO₂ selling prices, favorable effects of changes in currency exchange rates and higher production costs, as discussed below.

Net sales of \$565.3 million in the second quarter of 2022 were \$86.7 million, or 18%, higher than in the second quarter of 2021. Net sales of \$1.1 billion in the first six months of 2022 were \$184.6 million, or 20%, higher than in the first six months of 2021. Net sales increased in the 2022 periods compared to the same periods in 2021 primarily due to higher average TiO₂ selling prices. TiO₂ sales volumes were 1% lower in the second quarter of 2022 as compared to the second quarter of 2021 and our sales volumes in the first six months of 2022 were comparable to the first six months of 2021. Average TiO₂ selling prices were 26% higher in the second quarter of 2022 as compared to the second quarter of 2021 and 25% higher in the first six months of 2022 as compared to the first six months of 2021. Average TiO₂ selling prices at the end of the second quarter of 2022 were 12% higher than the end of 2021. Fluctuations in currency exchange rates (primarily the euro) also affected net sales comparisons, decreasing net sales by approximately \$29 million in the second quarter of 2022 and approximately \$51 million in the first six months of 2022, as compared to the same periods in 2021. The table at the end of this press release shows how each of these items impacted net sales.

Our TiO₂ segment profit (see description of non-GAAP information below) in the second quarter of 2022 was \$69.5 million as compared to \$47.7 million in the second quarter of 2021. For the year-to-date period, the Company's segment profit was \$156.3 million as compared to \$85.8 million in the first six months of 2021. Segment profit increased in the 2022 periods as compared to 2021 primarily due to the net effect of higher average TiO₂ selling prices and higher production costs, including raw material and energy costs. TiO₂ production volumes were 4% lower in the second quarter of 2022 compared to the second quarter of 2021 and 1% higher in the first six months of 2022 compared to the same period of 2021. The lower production volumes in the second quarter of 2022 were primarily due to maintenance activities and availability of certain raw materials which temporarily reduced our production rates. We operated our production facilities at 98% of practical capacity utilization in the first six months of 2022 (100% and 95% in the first and second quarters of 2022, respectively) compared to 99% in the first six months of 2021 (97% and 100% in the first and second quarters of 2021, respectively). Fluctuations in currency exchange rates (primarily the euro) increased income from operations approximately \$12 million in the second quarter of 2022 as compared to the second quarter of 2021 and increased income from operations approximately \$7 million in the first six months of 2022 as compared to the first six months of 2021.

Our net income before interest expense, income taxes and depreciation and amortization expense (EBITDA) (see description of non-GAAP information below) in the second quarter of 2022 was \$78.1 million compared to EBITDA of \$52.9 million in the second quarter of 2021. For the first six months of 2022, the Company's EBITDA was \$171.3 million compared to \$96.2 million in the first six months of 2021.

The statements in this 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. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we 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. While it is not possible to identify all factors, we continue to face many risks and uncertainties. The factors that could cause actual future results to differ materially include, but are not limited to, the following:

- Future supply and demand for our products
- The extent of the dependence of certain of our businesses on certain market sectors
- The cyclical nature of our business
- Customer and producer inventory levels
- Unexpected or earlier-than-expected industry capacity expansion
- Changes in raw material and other operating costs (such as energy and ore costs)
- Changes in the availability of raw materials (such as ore)
- General global economic and political conditions that harm the worldwide economy, disrupt our supply chain, increase material and energy costs or reduce demand or perceived demand for our TiO₂ products or impair our ability to operate our facilities (including changes in the level of gross domestic product in various regions of the world, natural disasters, terrorist acts, global conflicts and public health crises such as COVID-19)
- Competitive products and substitute products
- Customer and competitor strategies
- Potential consolidation of our competitors
- Potential consolidation of our customers
- The impact of pricing and production decisions
- Competitive technology positions
- Potential difficulties in upgrading or implementing accounting and manufacturing software systems
- The introduction of trade barriers or trade disputes
- Fluctuations in currency exchange rates (such as changes in the exchange rate between the U.S. dollar and each of the euro, the Norwegian krone and the Canadian dollar and between the euro and the Norwegian krone), or possible disruptions to our business resulting from uncertainties associated with the euro or other currencies
- Operating interruptions (including, but not limited to, labor disputes, leaks, natural disasters, fires, explosions, unscheduled or unplanned downtime such as disruptions in energy supplies, transportation interruptions, cyber-attacks and public health crises such as COVID-19)
- Our ability to renew or refinance credit facilities
- Potential increases in interest rates
- Our ability to maintain sufficient liquidity
- The ultimate outcome of income tax audits, tax settlement initiatives or other tax matters, including future tax reform
- Our ability to utilize income tax attributes, the benefits of which may or may not have been recognized under the more-likely-than-not recognition criteria
- Environmental matters (such as those requiring compliance with emission and discharge standards for existing and new facilities)
- Government laws and regulations and possible changes therein including new environmental health and safety regulations (such as those seeking to limit or classify TiO₂ or its use)
- Possible future litigation.

Should one or more of these risks materialize (or the consequences of such a development worsen), or should the underlying assumptions prove incorrect, actual results could differ materially from those forecasted or expected. The Company disclaims any intention or obligation to update or revise any forward-looking statement whether as a result of changes in information, future events or otherwise.

In an effort to provide investors with additional information regarding the Company's results of operations as determined by accounting principles generally accepted in the United States of America (GAAP), the Company has disclosed certain non-GAAP information which the Company believes provides useful information to investors:

- The Company discloses segment profit, which is used by the Company's management to assess the performance of the Company's TiO₂ operations. The Company believes disclosure of segment profit provides useful information to investors because it allows investors to analyze the performance of the Company's TiO₂ operations in the same way that the Company's management assesses performance. The Company defines segment profit as net income before income tax expense and certain general corporate items. These general corporate items include corporate expense and the components of other income (expense) except for trade interest income; and
- The Company discloses EBITDA, which is also used by the Company's management to assess the performance of the Company's TiO₂ operations. The Company believes disclosure of EBITDA provides useful information to investors because it allows investors to analyze the performance of the Company's TiO₂ operations in the same way that the Company's management assesses performance. The Company defines EBITDA as net income before interest expense, income taxes and depreciation and amortization expense.

Kronos Worldwide, Inc. is a major international producer of titanium dioxide products.

KRONOS WORLDWIDE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In millions, except per share and metric ton data)

	Three months ended June 30,		Six months ended June 30,	
	2021	2022	2021	2022
	(unaudited)			
Net sales	\$ 478.6	\$ 565.3	\$ 943.6	\$ 1,128.2
Cost of sales	369.6	444.8	738.9	858.4
Gross margin	109.0	120.5	204.7	269.8
Selling, general and administrative expense	62.9	63.2	120.9	124.6
Other operating income (expense):				
Currency transactions, net	.5	11.9	-	10.4
Other income, net	1.1	.2	1.9	.6
Corporate expense	(3.9)	(4.2)	(7.9)	(7.7)
Income from operations	43.8	65.2	77.8	148.5
Other income (expense):				
Trade interest income	-	.1	.1	.1
Other interest and dividend income	.1	.5	.1	.6
Marketable equity securities	.5	2.3	1.3	2.4
Other components of net periodic pension and OPEB cost	(4.3)	(3.1)	(8.6)	(6.3)
Interest expense	(5.2)	(4.3)	(10.2)	(8.8)
Income before income taxes	34.9	60.7	60.5	136.5
Income tax expense	9.2	14.8	15.2	33.1
Net income	\$ 25.7	\$ 45.9	\$ 45.3	\$ 103.4
Net income per basic and diluted share	\$.22	\$.40	\$.39	\$.90
Weighted average shares used in the calculation of net income per share	115.5	115.5	115.5	115.5
TiO ₂ data - metric tons in thousands:				
Sales volumes	144	142	285	286
Production volumes	137	132	267	270

KRONOS WORLDWIDE, INC.
RECONCILIATION OF INCOME FROM
OPERATIONS TO SEGMENT PROFIT

(In millions)
(unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2021	2022	2021	2022
Income from operations	\$ 43.8	\$ 65.2	\$ 77.8	\$ 148.5
Adjustments:				
Trade interest income	-	.1	.1	.1
Corporate expense	3.9	4.2	7.9	7.7
Segment profit	<u>\$ 47.7</u>	<u>\$ 69.5</u>	<u>\$ 85.8</u>	<u>\$ 156.3</u>

RECONCILIATION OF NET INCOME TO EBITDA

(In millions)
(unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2021	2022	2021	2022
Net income	\$ 25.7	\$ 45.9	\$ 45.3	\$ 103.4
Adjustments:				
Depreciation expense	12.8	13.1	25.5	26.0
Interest expense	5.2	4.3	10.2	8.8
Income tax expense	9.2	14.8	15.2	33.1
EBITDA	<u>\$ 52.9</u>	<u>\$ 78.1</u>	<u>\$ 96.2</u>	<u>\$ 171.3</u>

IMPACT OF PERCENTAGE CHANGE IN NET SALES

(unaudited)

	Three months ended June 30, 2022 vs. 2021	Six months ended June 30, 2022 vs. 2021
Percentage change in net sales:		
TiO ₂ product pricing	26%	25%
TiO ₂ sales volume	(1)	-
TiO ₂ product mix/other	(1)	-
Changes in currency exchange rates	(6)	(5)
Total	<u>18%</u>	<u>20%</u>

KRONOS WORLDWIDE, INC.
Three Lincoln Centre
5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240-2620

Contact: Janet G. Keckeisen
Vice President,
Investor Relations
(972) 233-1700

PRESS RELEASE



FOR IMMEDIATE RELEASE

KRONOS WORLDWIDE, INC. ANNOUNCES QUARTERLY DIVIDEND

DALLAS, TEXAS – August 3, 2022 – Kronos Worldwide, Inc. (NYSE: KRO) announced that its board of directors has declared a regular quarterly dividend of nineteen cents (\$0.19) per share on its common stock, payable on September 15, 2022 to stockholders of record at the close of business on September 1, 2022.

Kronos Worldwide, Inc. is a major international producer of titanium dioxide products.

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