UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarter ended June 30, 2016
Commission file number 1-31763**

KRONOS WORLDWIDE, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE	76-0294959
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

**5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240-2697**
(Address of principal executive offices)

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

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

Number of shares of the Registrant's common stock outstanding on July 29, 2016: 115,894,098.

KRONOS WORLDWIDE, INC. AND SUBSIDIARIES

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KRONOS WORLDWIDE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In millions)

	December 31, 2015	June 30, 2016 (unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 92.5	**$ 79.2**
Restricted cash	1.8	**1.4**
Accounts and other receivables	220.8	**272.2**
Inventories, net	387.2	**338.1**
Prepaid expenses and other	8.5	**6.5**
Total current assets	710.8	**697.4**
Other assets:		
Investment in TiO_2 manufacturing joint venture	82.9	**76.3**
Marketable securities	2.4	**2.7**
Deferred income taxes	14.0	**15.5**
Other	3.1	**2.9**
Total other assets	102.4	**97.4**
Property and equipment:		
Land	37.8	**38.5**
Buildings	197.4	**202.2**
Equipment	941.6	**966.8**
Mining properties	102.6	**110.6**
Construction in progress	29.2	**39.8**
	1,308.6	**1,357.9**
Less accumulated depreciation and amortization	879.1	**918.3**
Net property and equipment	429.5	**439.6**
Total assets	$ 1,242.7	**$ 1,234.4**

KRONOS WORLDWIDE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS (CONTINUED)

(In millions)

LIABILITIES AND STOCKHOLDERS' EQUITY	**December 31, 2015**	**June 30, 2016 (unaudited)**
Current liabilities:		
Current maturities of long-term debt	$ 3.8	**$ 33.6**
Accounts payable and accrued liabilities	192.2	**183.4**
Income taxes	5.7	**1.6**
Total current liabilities	201.7	**218.6**
Noncurrent liabilities:		
Long-term debt	337.2	**336.5**
Deferred income taxes	8.1	**8.8**
Accrued pension cost	202.7	**201.5**
Accrued postretirement benefits cost	6.7	**7.1**
Other	24.4	**25.3**
Total noncurrent liabilities	579.1	**579.2**
Stockholders' equity:		
Common stock	1.2	**1.2**
Additional paid-in capital	1,398.7	**1,398.8**
Retained deficit	(526.0)	**(562.9)**
Accumulated other comprehensive loss	(412.0)	**(400.5)**
Total stockholders' equity	461.9	**436.6**
Total liabilities and stockholders' equity	$ 1,242.7	**$ 1,234.4**

Commitments and contingencies (Notes 8 and 12)

See accompanying notes to Condensed Consolidated Financial Statements.

KRONOS WORLDWIDE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In millions, except per share data)

	Three months ended June 30, 2015	Three months ended June 30, 2016	Six months ended June 30, 2015	Six months ended June 30, 2016
	(unaudited)		(unaudited)	
Net sales	$ 360.2	**$ 356.1**	$ 725.3	**$ 674.5**
Cost of sales	313.7	**300.6**	601.4	**578.6**
Gross margin	46.5	**55.5**	123.9	**95.9**
Selling, general and administrative expense	51.6	**45.0**	95.0	**86.1**
Other operating income (expense):				
Currency transaction gains, net	(.3)	**1.9**	1.3	**4.2**
Other operating expense, net	(5.0)	**(1.9)**	(8.4)	**(3.8)**
Income (loss) from operations	(10.4)	**10.5**	21.8	**10.2**
Other income (expense):				
Interest and dividend income	.1	**.2**	.3	**.4**
Interest expense	(4.4)	**(5.1)**	(9.0)	**(10.2)**
Income (loss) before income taxes	(14.7)	**5.6**	13.1	**.4**
Income tax expense	145.1	**3.9**	154.5	**2.5**
Net income (loss)	$ (159.8)	**$ 1.7**	$ (141.4)	**$ (2.1)**
Net income (loss) per basic and diluted share	$ (1.38)	**$ .01**	$ (1.22)	**$ (.02)**
Cash dividends per share	$ .15	**$ .15**	$ .30	**$ .30**
Weighted average shares used in the calculation of net income (loss) per share	115.9	**115.9**	115.9	**115.9**

See accompanying notes to Condensed Consolidated Financial Statements.

KRONOS WORLDWIDE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(In millions)

	Three months ended June 30, 2015	Three months ended June 30, 2016	Six months ended June 30, 2015	Six months ended June 30, 2016
	(unaudited)		(unaudited)	
Net income (loss)	$ (159.8)	**$ 1.7**	$ (141.4)	**$ (2.1)**
Other comprehensive income (loss), net of tax:				
Currency translation	6.1	**(5.0)**	(59.5)	**9.4**
Marketable securities	(.2)	**.4**	(.7)	**.2**
Defined benefit pension plans	4.4	**3.0**	7.0	**5.8**
Other postretirement benefit plans	(.1)	**(.1)**	(.2)	**(.2)**
Interest rate swap	-	**(.9)**	-	**(3.7)**
Total other comprehensive income (loss), net	10.2	**(2.6)**	(53.4)	**11.5**
Comprehensive income (loss)	$ (149.6)	**(.9)**	$ (194.8)	**$ 9.4**

See accompanying notes to Condensed Consolidated Financial Statements.

KRONOS WORLDWIDE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

Six months ended June 30, 2016

(In millions)

	Common stock	Additional paid-in capital	Retained earnings (deficit)	Accumulated other comprehensive loss	Total
			(unaudited)		
Balance at December 31, 2015	$ 1.2	$ 1,398.7	$ (526.0)	$ (412.0)	$ 461.9
Net loss	-	-	**(2.1)**	-	**(2.1)**
Other comprehensive income, net of tax	-	-	-	**11.5**	**11.5**
Issuance of common stock	-	**.1**	-	-	**.1**
Dividends paid	-	-	**(34.8)**	-	**(34.8)**
Balance at June 30, 2016	**$ 1.2**	**$ 1,398.8**	**$ (562.9)**	**$ (400.5)**	**$ 436.6**

See accompanying notes to Condensed Consolidated Financial Statements.

KRONOS WORLDWIDE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

	Six months ended June 30, 2015	Six months ended June 30, 2016
	(unaudited)	
Cash flows from operating activities:		
Net loss	$ (141.4)	**$ (2.1)**
Depreciation and amortization	21.6	**20.8**
Deferred income taxes	144.8	**.5**
Benefit plan expense greater than cash funding	2.1	**1.8**
Distributions from TiO_2 manufacturing joint venture, net	4.6	**6.6**
Other, net	2.1	**(.9)**
Change in assets and liabilities:		
Accounts and other receivables	(36.0)	**(47.9)**
Inventories	(2.7)	**57.6**
Prepaid expenses	(2.0)	**2.4**
Accounts payable and accrued liabilities	1.6	**(9.5)**
Income taxes	(4.6)	**(4.4)**
Accounts with affiliates	16.2	**(8.7)**
Other, net	2.0	**.4**
Net cash provided by operating activities	8.3	**16.6**
Cash flows from investing activities:		
Capital expenditures	(19.3)	**(23.7)**
Change in restricted cash, net	.5	**.4**
Net cash used in investing activities	(18.8)	**(23.3)**
Cash flows from financing activities:		
Indebtedness:		
Borrowings	1.3	**108.2**
Principal payments	(1.9)	**(80.1)**
Dividends paid	(34.8)	**(34.8)**
Net cash used in financing activities	(35.4)	**(6.7)**
Cash and cash equivalents - net change from:		
Operating, investing and financing activities	$ (45.9)	**$ (13.4)**
Currency translation	(6.1)	**.1**
Balance at beginning of period	167.7	**92.5**
Balance at end of period	$ 115.7	**$ 79.2**
Supplemental disclosures -		
Cash paid for:		
Interest, net of amount capitalized	$ 8.9	**$ 9.2**
Income taxes	9.7	**6.9**
Accrual for capital expenditures	2.5	**4.6**

See accompanying notes to Condensed Consolidated Financial Statements.

Note 1 - Organization and basis of presentation:

Organization - At June 30, 2016, Valhi, Inc. (NYSE: VHI) held approximately 50% of our outstanding common stock and NL Industries, Inc. (NYSE: NL) held approximately 30% of our common stock, Valhi owned approximately 83% of NL's outstanding common stock and a wholly-owned subsidiary of Contran Corporation held approximately 93% of Valhi's outstanding common stock. All of Contran's outstanding voting stock is held by a family trust established for the benefit of Lisa K. Simmons and Serena Simmons Connelly and their children, for which Ms. Simmons and Ms. Connelly are co-trustees, or is held directly by Ms. Simmons and Ms. Connelly or entities related to them. Consequently, Ms. Simmons and Ms. Connelly may be deemed to control Contran, Valhi, NL and us.

Basis of presentation - The unaudited Condensed Consolidated Financial Statements contained in this Quarterly Report have been prepared on the same basis as the audited Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2015 that we filed with the Securities and Exchange Commission (SEC) on March 10, 2016 (2015 Annual Report). In our opinion, we have made all necessary adjustments (which include only normal recurring adjustments) in order to state fairly, in all material respects, our consolidated financial position, results of operations and cash flows as of the dates and for the periods presented. We have condensed the Consolidated Balance Sheet at December 31, 2015 contained in this Quarterly Report as compared to our audited Consolidated Financial Statements at that date, and we have omitted certain information and footnote disclosures (including those related to the Consolidated Balance Sheet at December 31, 2015) normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). Our results of operations for the interim periods ended June 30, 2016 may not be indicative of our operating results for the full year. The Condensed Consolidated Financial Statements contained in this Quarterly Report should be read in conjunction with our 2015 Consolidated Financial Statements contained in our 2015 Annual Report.

Unless otherwise indicated, references in this report to "we," "us" or "our" refer to Kronos Worldwide, Inc. and its subsidiaries (NYSE: KRO) taken as a whole.

Note 2 - Accounts and other receivables:

	December 31, 2015	June 30, 2016
	(In millions)	
Trade receivables	$ 194.8	**$ 242.3**
Receivable from affiliates:		
Income taxes, net - Valhi	-	**.7**
Other	2.5	**2.5**
Recoverable VAT and other receivables	17.8	**20.5**
Refundable income taxes	6.8	**7.3**
Allowance for doubtful accounts	(1.1)	**(1.1)**
Total	$ 220.8	**$ 272.2**

Note 3 - Inventories, net:

	December 31, 2015	June 30, 2016
	(In millions)	
Raw materials	$ 75.9	**$ 70.0**
Work in process	21.1	**25.9**
Finished products	232.4	**182.7**
Supplies	57.8	**59.5**
Total	$ 387.2	**$ 338.1**

Note 4 - Marketable securities:

Our marketable securities consist of investments in the publicly-traded shares of related parties: Valhi, NL and CompX International Inc. NL owns the majority of CompX's outstanding common stock. All of our marketable securities are accounted for as available-for-sale securities, which are carried at fair value using quoted market prices in active markets for each marketable security, and represent a Level 1 input within the fair value hierarchy. See Note 13. Because we have classified all of our marketable securities as available-for-sale, any unrealized gains or losses on the securities are recognized through other comprehensive income, net of deferred income taxes.

Marketable security	Fair value measurement level	Market value	Cost basis	Unrealized loss
			(In millions)	
December 31, 2015				
Valhi common stock	1	$ 2.3	$ 3.2	(.9)
NL and CompX common stocks	1	.1	.1	-
Total		$ 2.4	$ 3.3	(.9)
June 30, 2016				
Valhi common stock	1	**$ 2.6**	**$ 3.2**	**$ (.6)**
NL and CompX common stocks	1	**.1**	**.1**	-
Total		**$ 2.7**	**$ 3.3**	**$ (.6)**

At December 31, 2015 and June 30, 2016, we held approximately 1.7 million shares of Valhi's common stock. We also held a nominal number of shares of CompX and NL common stocks. At December 31, 2015 and June 30, 2016, the quoted per share market price of Valhi's common stock was $1.34 and $1.57, respectively.

With respect to our investment in Valhi stock, at June 30, 2016 our cost basis had exceeded its market value since June 14, 2016, but we consider such decline in market price to be temporary at June 30, 2016. As of July 18, 2016, the aggregate market value of our investment in Valhi stock exceeded our cost basis.

The Valhi, CompX and NL common stocks we own are subject to the restrictions on resale pursuant to certain provisions of SEC Rule 144. In addition, as a majority-owned subsidiary of Valhi we cannot vote our shares of Valhi common stock under Delaware General Corporation law, but we do receive dividends from Valhi on these shares, when declared and paid.

Note 5 - Other noncurrent assets:

	December 31, 2015	June 30, 2016
	(In millions)	
Deferred financing costs, net	$ 1.0	**$ .7**
Pension asset	.4	**.5**
Other	1.7	**1.7**
Total	$ 3.1	**$ 2.9**

Note 6 - Accounts payable and accrued liabilities:

	December 31, 2015	June 30, 2016
	(In millions)	
Accounts payable	$ 96.1	**$ 89.3**
Accrued sales discounts and rebates	18.9	**17.5**
Employee benefits	14.2	**17.0**
Reserve for uncertain tax positions	-	**5.6**
Accrued workforce reduction costs	5.3	**3.3**
Interest rate swap contract	3.3	**3.4**
Accrued interest	.2	**.1**
Payable to affiliates:		
Louisiana Pigment Company, L.P.	19.4	**14.2**
Income taxes, net - Valhi	.1	**-**
Other	34.7	**33.0**
Total	$ 192.2	**$ 183.4**

During the first six months of 2016, we made an aggregate of $2.0 million in payments with respect to workforce reduction costs accrued as of December 31, 2015. See Note 13 for a discussion of the interest rate swap contract.

Note 7 - Long-term debt:

	December 31, 2015	June 30, 2016
	(In millions)	
Term loan	$ 338.0	**$ 337.0**
Revolving North American credit facility	-	**30.0**
Other	3.0	**3.1**
Total debt	341.0	**370.1**
Less current maturities	3.8	**33.6**
Total long-term debt	$ 337.2	**$ 336.5**

Term loan - During the first six months of 2016, we made our required quarterly term loan principal payments aggregating $1.8 million. The average interest rate on the term loan borrowings as of and for the six months ended June 30, 2016 was 4.0%. The carrying value of the term loan at June 30, 2016 is stated net of unamortized original issue discount of $1.1 million and debt issuance costs of $4.1 million.

See Note 13 for a discussion of the interest rate swap we entered into in 2015 pursuant to our interest rate risk management strategy.

Revolving North American credit facility - During the first six months of 2016, we borrowed a net $30.0 million under our North American revolving credit facility. The average interest rate on outstanding borrowings as of and for the six months ended June 30, 2016 was 4.0%. At June 30, 2016 we had approximately $52.2 million available for additional borrowing under this revolving facility.

Revolving European credit facility - Our European revolving credit facility requires the maintenance of certain financial ratios, and one of such requirements is based on the ratio of net debt to last twelve months earnings before income tax, interest, depreciation and amortization expense (EBITDA) of the borrowers. Based upon the borrowers' last twelve months EBITDA as of June 30, 2016 and the net debt to EBITDA financial test, our borrowing availability at June 30, 2016 is approximately 11% of the credit facility, or €13.7 million ($15.2 million).

Other - We are in compliance with all of our debt covenants at June 30, 2016.

Note 8 - Income taxes:

	Three months ended June 30,		Six months ended June 30,	
	2015	2016	2015	2016
	(In millions)			
Expected tax expense (benefit), at U.S. federal statutory income tax rate of 35%	$ (5.1)	**$ 1.9**	$ 4.6	**.1**
Non-U.S. tax rates	.5	**(.6)**	(.6)	**(.4)**
Incremental net tax expense (benefit) on earnings and losses of non-U.S. companies	.7	**(1.0)**	1.1	**(.8)**
Valuation allowance	150.3	**2.9**	150.3	**2.9**
Adjustment to the reserve for uncertain tax positions, net	(.4)	**.2**	(.2)	**.2**
Nondeductible expenses	(.9)	**.5**	(.5)	**.4**
U.S. state income tax and other, net	-	**-**	(.2)	**.1**
Provision for income taxes	$ 145.1	**$ 3.9**	$ 154.5	**$ 2.5**
Comprehensive provision for income taxes allocable to:				
Net income (loss)	$ 145.1	**$ 3.9**	154.5	**2.5**
Other comprehensive income (loss):				
Currency translation	16.3	**-**	-	**-**
Marketable securities	(.4)	**.2**	(.5)	**.1**
Pension plans	(.8)	**.2**	.4	**.3**
OPEB plans	(.1)	**(.1)**	(.1)	**(.1)**
Interest rate swap	-	**(.4)**	-	**(2.0)**
Total	$ 160.1	**$ 3.8**	$ 154.3	**.8**

The amount shown in the above table of our income tax rate reconciliation for non-U.S. tax rates represents the result determined by multiplying the pre-tax earnings or losses of each of our non-U.S. subsidiaries by the difference between the applicable statutory income tax rate for each non-U.S. jurisdiction and the U.S. federal statutory tax rate of 35%. The amount shown on such table for incremental net tax expense (benefit) on earnings and losses on non-U.S. companies includes, as applicable, (i) current income taxes (including withholding taxes, if applicable), if any, associated with any current-year earnings of our non-U.S. subsidiaries to the extent such current-year earnings were distributed to us in the current year, (ii) deferred income taxes (or deferred income tax benefit) associated with the current-year change in the aggregate amount of undistributed earnings of our Canadian subsidiary, which earnings are not subject to a permanent reinvestment plan, in an amount representing the current-year change in the aggregate current income tax that would be generated (including withholding taxes, if applicable) when such aggregate undistributed earnings are distributed to us, and (iii) current U.S. income taxes (or current income tax benefit), including U.S. personal holding company tax, as applicable, attributable to current-year income (losses) of one of our non-U.S. subsidiaries, which subsidiary is treated as a dual resident for U.S. income tax purposes, to the extent the current-year income (losses) of such subsidiary is subject to U.S. income tax under the U.S. dual-resident provisions of the Internal Revenue Code.

Tax authorities are examining certain of our U.S. and non-U.S. tax returns and have or may propose tax deficiencies, including penalties and interest. Because of the inherent uncertainties involved in settlement initiatives and court and tax proceedings, we cannot guarantee that these matters will be resolved in our favor, and therefore our potential exposure, if any, is also uncertain. We believe we have adequate accruals for additional taxes and related interest expense which could ultimately result from tax examinations. We believe the ultimate disposition of tax examinations should not have a material adverse effect on our consolidated financial position, results of operations or liquidity. We currently estimate that our unrecognized tax benefits may decrease by approximately $9.4 million during the next twelve months related to certain adjustments to our prior year returns.

Note 9 - Employee benefit plans:

Defined benefit plans - The components of net periodic defined benefit pension cost are presented in the table below.

	Three months ended June 30, 2015	Three months ended June 30, 2016	Six months ended June 30, 2015	Six months ended June 30, 2016
	(In millions)			
Service cost	$ 2.7	**$ 2.5**	$ 5.6	**$ 5.0**
Interest cost	3.8	**3.9**	7.8	**7.7**
Expected return on plan assets	(4.4)	**(3.9)**	(9.0)	**(7.7)**
Amortization of prior service cost	.2	**.2**	.4	**.4**
Recognized actuarial losses	3.4	**2.9**	6.9	**5.7**
Total	$ 5.7	**$ 5.6**	$ 11.7	**$ 11.1**

Postretirement benefits - The components of net periodic postretirement benefits other than pension (OPEB) cost are presented in the table below.

	Three months ended June 30, 2015	Three months ended June 30, 2016	Six months ended June 30, 2015	Six months ended June 30, 2016
	(In millions)			
Service cost	$ .1	**$ .1**	$ .1	**$ .1**
Interest cost	-	**-**	.1	**.1**
Amortization of prior service credit	(.2)	**(.2)**	(.4)	**(.4)**
Recognized actuarial loss	-	**.1**	.1	**.1**
Total	$ (.1)	**$ -**	$ (.1)	**$ (.1)**

Contributions - We expect our 2016 contributions for our pension and other postretirement plans to be approximately $16 million.

Note 10 - Other noncurrent liabilities:

	December 31, 2015	June 30, 2016
	(In millions)	
Reserve for uncertain tax positions	$ 11.8	**$ 7.1**
Employee benefits	7.5	**7.5**
Interest rate swap contract	.2	**5.8**
Insurance claims and expenses	.2	**.2**
Other	4.7	**4.7**
Total	$ 24.4	**$ 25.3**

See Note 13 for a discussion of the interest rate swap contract.

Note 11 - Accumulated other comprehensive loss:

Changes in accumulated other comprehensive loss are presented in the table below. See Note 4 for further discussion of our marketable securities, Note 9 for discussion of our defined benefit pension plans and OPEB plans, and Note 13 for discussion of our interest rate swap contract.

	Three months ended June 30,		Six months ended June 30,	
	2015	2016	2015	2016
	(In millions)			
Accumulated other comprehensive loss, net of tax:				
Currency translation:				
Balance at beginning of period	$ (225.4)	**$ (237.6)**	$ (159.8)	**$ (252.0)**
Other comprehensive income (loss)	6.1	**(5.0)**	(59.5)	**9.4**
Balance at end of period	$ (219.3)	**$ (242.6)**	$ (219.3)	**$ (242.6)**
Marketable securities:				
Balance at beginning of period	$ (3.4)	**$ (.8)**	$ (2.9)	**$ (.6)**
Other comprehensive income - unrealized gains (losses) arising during the year	(.2)	**.4**	(.7)	**.2**
Balance at end of period	$ (3.6)	**$ (.4)**	$ (3.6)	**$ (.4)**
Defined benefit pension plans:				
Balance at beginning of period	$ (172.8)	**$ (156.4)**	$ (175.4)	**$ (159.2)**
Other comprehensive income - amortization of prior service cost and net losses included in net periodic pension cost	4.4	**3.0**	7.0	**5.8**
Balance at end of period	$ (168.4)	**$ (153.4)**	$ (168.4)	**$ (153.4)**
OPEB plans:				
Balance at beginning of period	$ 2.2	**$ 2.0**	$ 2.3	**$ 2.1**
Other comprehensive loss - amortization of prior service credit and net losses included in net periodic OPEB cost	(.1)	**(.1)**	(.2)	**(.2)**
Balance at end of period	$ 2.1	**$ 1.9**	$ 2.1	**$ 1.9**
Interest rate swap:				
Balance at beginning of period	$ -	**$ (5.1)**	$ -	**$ (2.3)**
Other comprehensive loss:				
Unrealized losses arising during the year	-	**(1.4)**	-	**(4.8)**
Less reclassification adjustment for amounts included in interest expense	-	**.5**	-	**1.1**
Balance at end of period	$ -	**$ (6.0)**	$ -	**$ (6.0)**
Total accumulated other comprehensive loss:				
Balance at beginning of period	$ (399.4)	**$ (397.9)**	$ (335.8)	**$ (412.0)**
Other comprehensive income (loss)	10.2	**(2.6)**	(53.4)	**11.5**
Balance at end of period	$ (389.2)	**$ (400.5)**	$ (389.2)	**$ (400.5)**

Note 12 - Commitments and contingencies:

We are involved in various environmental, contractual, product liability, patent (or intellectual property), employment and other claims and disputes incidental to our business. At least quarterly our management discusses and evaluates the status of any pending litigation to which we are a party. The factors considered in such evaluation include, among other things, the nature of such pending cases, the status of such pending cases, the advice of legal counsel and our experience in similar cases (if any). Based on such evaluation, we make a determination as to whether we believe (i) it is probable a loss has been incurred, and if so if the amount of such loss (or a range of loss) is reasonably estimable, or (ii) it is reasonably possible but not probable a loss has been incurred, and if so if the amount of such loss (or a range of loss) is reasonably estimable, or (iii) the probability a loss has been incurred is remote. We have not accrued any amount for the outstanding Los Gatos matter discussed below, as it is not reasonably possible we have incurred a loss that would be material to our consolidated financial condition, results of operations or liquidity.

In March 2013, we were served with the complaint, Los Gatos Mercantile, Inc. d/b/a Los Gatos Ace Hardware, et al v. E.I. Du Pont de Nemours and Company, et al. (United States District Court, for the Northern District of California, Case No. 3:13-cv-01180-SI). The defendants include us, E.I. Du Pont de Nemours & Company, Huntsman International LLC and Millennium Inorganic Chemicals, Inc. As amended by plaintiffs' third amended complaint (Harrison, Jan, et al v. E.I. Du Pont de Nemours and Company, et al), plaintiffs seek to represent a class consisting of indirect purchasers of titanium dioxide in the states of Arizona, Arkansas, California, the District of Columbia, Florida, Iowa, Kansas, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nebraska, New Hampshire, New Mexico, New York, North Carolina, Oregon and Tennessee that indirectly purchased titanium dioxide from one or more of the defendants on or after March 1, 2002. The complaint alleges that the defendants conspired and combined to fix, raise, maintain, and stabilize the price at which titanium dioxide was sold in the United States and engaged in other anticompetitive conduct. The case is now proceeding in the trial court. We believe the action is without merit, will deny all allegations of wrongdoing and liability and intend to defend against the action vigorously. Based on our quarterly status evaluation of this case, we have determined that it is not reasonably possible that a loss has been incurred in this case.

Note 13 - Financial instruments:

The following table summarizes the valuation of our financial instruments recorded on a fair value basis as of December 31, 2015 and June 30, 2016:

	Fair Value Measurements			
	Total	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
			(In millions)	
Asset (liability)				
December 31, 2015				
Currency forward contracts	$ (1.2)	$ (1.2)	$ -	$ -
Interest rate swap contract	(3.5)	-	(3.5)	-
Noncurrent marketable securities (See Note 4)	2.4	2.4	-	-
June 30, 2016				
Currency forward contracts	**$ -**	**$ -**	**$ -**	**$ -**
Interest rate swap contract	**(9.2)**	-	**(9.2)**	-
Noncurrent marketable securities (See Note 4)	**2.7**	**2.7**	-	-

Our earnings and cash flows are subject to fluctuations due to changes in currency exchange rates and interest rates. Our risk management policy allows for the use of derivative financial instruments to prudently manage exposure to foreign currency exchange rates and interest rates. Derivatives that we use are primarily currency forward contracts and interest rate swaps. We have not entered into these contracts for trading or speculative purposes in the past, nor do we currently anticipate entering into such contracts for trading or speculative purposes in the future.

Currency forward contracts - Certain of our sales generated by our non-U.S. operations are denominated in U.S. dollars. We periodically use currency forward contracts to manage a very nominal portion of currency exchange rate risk associated with trade receivables denominated in a currency other than the holder's functional currency or similar exchange rate risk associated with future sales. Derivatives used to hedge forecasted transactions and specific cash flows associated with financial assets and liabilities denominated in currencies other than the U.S. dollar and which meet the criteria for hedge accounting are designated as cash flow hedges. Consequently, the effective portion of gains and losses is deferred as a component of accumulated other comprehensive income and is recognized in earnings at the time the hedged item affects earnings. Contracts that do not meet the criteria for hedge accounting are marked-to-market at each balance sheet date with any resulting gain or loss recognized in income currently as part of net currency transaction gains and losses. The fair value of the currency forward contracts is determined using Level 1 inputs based on the currency spot forward rates quoted by banks or currency dealers.

At June 30, 2016, we had currency forward contracts to exchange:

- an aggregate €17.9 million for an equivalent value of Norwegian kroner at exchange rates ranging from krone 9.42 to krone 9.47 per euro. These contracts with DnB Nor Bank ASA and Deutsche Bank mature at a rate of approximately €2.9 million per month from July 2016 through December 2016;
- an aggregate $12.9 million for an equivalent value of Norwegian kroner at exchange rates ranging from krone 8.31 to krone 8.33 per U.S. dollar. These contracts with DnB Nor Bank ASA mature at a rate of approximately $2.2 million per month from July 2016 through December 2016;
- an aggregate $15.5 million for an equivalent value of Canadian dollars at an exchange rate of Cdn. $1.29 per U.S. dollar. These contracts with Wells Fargo Bank, N.A. mature from July 2016 through December 2016 at a rate of $3.1 million per month in July and approximately $2.5 million per month from August through December, and;
- an aggregate $7.5 million for an equivalent value of euro at exchange rates ranging from €1.13 to €1.14 per U.S. dollar. These contracts with Deutsche Bank mature at a rate of $1.3 million per month from July 2016 through December 2016.

The estimated fair value of such currency forward contracts at June 30, 2016 was immaterial, including $.2 million recognized as part of accounts and other receivables and $.2 million recognized as part of accounts payable and accrued liabilities in our Condensed Consolidated Balance Sheet. We recognized a net $1.1 million currency transaction gain in our Condensed Consolidated Statement of Operations for the six months ended June 30, 2016 related to currency forward contracts. We are not currently using hedge accounting for our outstanding currency forward contracts at June 30, 2016 and we did not use hedge accounting for any of such contracts we previously held in 2015. Accordingly, changes in the aggregate fair value of currency forward contracts we hold are recognized as a currency transaction gain or loss.

Interest rate swap contract - As part of our interest rate risk management strategy, in August 2015 we entered into a pay- fixed/receive-variable interest rate swap contract with Wells Fargo Bank, N.A. to minimize our exposure to volatility in LIBOR as it relates to our forecasted outstanding variable-rate indebtedness. Under this interest rate swap, we will pay a fixed rate of 2.016% per annum, payable quarterly, and receive a variable rate of three-month LIBOR (subject to a 1.00% floor), also payable quarterly, in each case based on the notional amount of the swap then outstanding. The effective date of the swap contract was September 30, 2015. The notional amount of the swap started at $344.75 million and declines by $875,000 each quarter beginning December 31, 2015, with a final maturity of the swap contract in February 2020. The notional amount of the swap as of June 30, 2016 was $342.1 million. This swap contract has been designated as a cash flow hedge and qualified as an effective hedge at inception under ASC Topic 815. The effective portion of changes in fair value on this interest rate swap is recorded as a component of other comprehensive income, net of deferred income taxes. Commencing in the fourth quarter of 2015, as interest expense accrues on LIBOR-based variable rate debt, we classify the amount we pay under the pay-fixed leg of the swap and the amount we receive under the receive-variable leg of the swap as part of interest expense, with the net effect that the amount of interest expense we recognize on our LIBOR-based variable rate debt each quarter, as it relates to the notional amount of the swap outstanding each quarter, to be based on a fixed rate of 2.016% per annum in lieu of the level of LIBOR prevailing during the quarter. The amount of hedge ineffectiveness, if any, related to the swap will be recorded in earnings (also as part of interest expense). Since the inception of the swap through June 30, 2016, there have been no gains or losses recognized in earnings representing hedge ineffectiveness with respect to the interest rate swap.

During the first six months of 2016, the pretax amount recognized in other comprehensive income (loss) related to the interest rate swap contract was a $5.7 million loss. During the same period, $1.8 million was reclassified from accumulated other comprehensive loss into earnings (interest expense). During the next twelve months, the amount of the June 30, 2016 accumulated other comprehensive loss balance that is expected to be reclassified to interest expense is $3.5 million pre-tax.

The fair value of the interest rate swap contract at June 30, 2016 was a liability of $9.2 million and is reflected in the Condensed Consolidated Balance Sheet as part of accounts payable and accrued liabilities ($3.4 million) and other noncurrent liabilities ($5.8 million). See Notes 6 and 10. The fair value of the interest rate swap was estimated by a third party using inputs that are observable or that can be corroborated by observable market data such as interest rate yield curves, and therefore, is classified within Level 2 of the valuation hierarchy.

The following table presents the financial instruments that are not carried at fair value but which require fair value disclosure as of December 31, 2015 and June 30, 2016.

	December 31, 2015		June 30, 2016	
	Carrying amount	Fair value	Carrying amount	Fair value
	(In millions)			
Cash, cash equivalents and restricted cash	$ 94.3	$ 94.3	**$ 80.6**	**$ 80.6**
Long-term debt:				
Variable rate:				
Term loan	338.0	309.5	**337.0**	**319.0**
North American credit facility	-	-	**30.0**	**30.0**
Common stockholders' equity	461.9	653.6	**436.6**	**608.4**

At June 30, 2016, the estimated market price of our term loan was $932.50 per $1,000 principal amount. The fair value of our term loan is based on quoted market prices; however, these quoted market prices represented Level 2 inputs because the markets in which the term loan trades were not active. The fair value of our common stockholders' equity is based upon quoted market prices at each balance sheet date, which represent Level 1 inputs. Due to their near-term maturities, the carrying amounts of accounts receivable, accounts payable and the revolving credit facility are considered equivalent to fair value. See Notes 2, 6 and 7.

Note 14 - Other operating income (expense), net:

Other operating expense, net in the first six months of 2016 includes income of $3.4 million, including $1.4 million recognized in the second quarter, related to cash received from settlement of a business interruption insurance claim arising in 2014. No additional material amounts are expected to be received with respect to such insurance claim.

Note 15 - Related party transactions:

As discussed in our 2015 Annual Report, prior to 2015 we entered into an unsecured revolving demand promissory note with Valhi in which, as amended, we agreed to loan Valhi up to $100 million. The principal amount we might lend to Valhi at any time under such facility was at our discretion. In August 2016, we and Valhi agreed to reduce the maximum amount we might lend to Valhi under this promissory note from $100 million to $60 million. All of the other terms and conditions of this promissory note remain unchanged. At December 31, 2015 and June 30, 2016, we had no outstanding loans to Valhi under this promissory note.

Note 16 - Recent accounting pronouncements not yet adopted:

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This standard replaces existing revenue recognition guidance, which in many cases was tailored for specific industries, with a uniform accounting standard applicable to all industries and transactions. The new standard, as amended, is currently effective for us beginning with the first quarter of 2018. Entities may elect to adopt ASU No. 2014-09 retrospectively for all periods for all contracts and transactions which occurred during the period (with a few exceptions for practical expediency) or retrospectively with a cumulative effect recognized as of the date of adoption. ASU No. 2014-09 is a fundamental rewriting of existing GAAP with respect to revenue recognition, and we are still evaluating the effect the Standard will have on our Consolidated Financial Statements. We currently expect to adopt the standard in the first quarter of 2018. In addition, we have not yet determined the method we will use to adopt the Standard.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*, which addresses certain aspects related to the recognition, measurement, presentation and disclosure of financial instruments. The ASU requires equity investments (except for those accounted for under the equity method of accounting or those that result in the consolidation of the investee) to generally be measured at fair value with changes in fair value recognized in net income. The amendment also requires a number of other changes, including among others: simplifying the impairment assessment for equity instruments without readily determinable fair values; eliminating the requirement for public business entities to disclose methods and assumptions used to determine fair value for financial instruments measured at amortized cost; requiring an exit price notion when measuring the fair value of financial instruments for disclosure purposes; and requiring separate presentation of financial assets and liabilities by measurement category and form of asset. The changes indicated above will be effective for us beginning in the first quarter of 2018, with prospective application required, and early adoption is not permitted. The most significant aspect of adopting this ASU will be the requirement to recognize changes in fair value of our available-for-sale marketable equity securities in net income (currently changes in fair value of such securities are recognized in other comprehensive income).

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which is a comprehensive rewriting of the lease accounting guidance which aims to increase comparability and transparency with regard to lease transactions. The primary change will be the recognition of lease assets for the right-of-use of the underlying asset and lease liabilities for the obligation to make payments by lessees on the balance sheet for leases currently classified as operating leases. The ASU also requires increased qualitative disclosure about leases in addition to quantitative disclosures currently required. Companies are required to use a modified retrospective approach to adoption with a practical expedient which will allow companies to continue to account for existing leases under the prior guidance unless a lease is modified, other than the requirement to recognize the right-of-use asset and lease liability for all operating leases. The changes indicated above will be effective for us beginning in the first quarter of 2019, with early adoption permitted. We have not yet evaluated the effect this ASU will have on our Consolidated Financial Statements, but given the material amount of our future minimum payments under non-cancellable operating leases at December 31, 2015 discussed in Note 15 to our 2015 Annual Report, we expect to recognize a material right-of-use lease asset and lease liability upon adoption of the ASU.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

Business overview

We are a leading global producer and marketer of value-added titanium dioxide pigments (TiO_2). TiO_2 is used for a variety of manufacturing applications, including paints, plastics, paper and other industrial and specialty products. For the six months ended June 30, 2016, approximately one-half of our sales volumes were sold into European markets. Our production facilities are located throughout Europe and North America.

We consider TiO_2 to be a "quality of life" product, with demand affected by gross domestic product, or GDP, and overall economic conditions in our markets located in various regions of the world. Over the long-term, we expect demand for TiO_2 will grow by 2% to 3% per year, consistent with our expectations for the long-term growth in GDP. However, even if we and our competitors maintain consistent shares of the worldwide market, demand for TiO_2 in any interim or annual period may not change in the same proportion as the change in global GDP, in part due to relative changes in the TiO_2 inventory levels of our customers. We believe that our customers' inventory levels are influenced in part by their expectations for future changes in TiO_2 market selling prices as well as their expectations for future availability of product. Although certain of our TiO_2 grades are considered specialty pigments, the majority of our grades and substantially all of our production are considered commodity pigment products, with price and availability being the most significant competitive factors along with quality and customer service.

The factors having the most impact on our reported operating results are:

- our TiO_2 sales and production volumes,
- TiO_2 selling prices,
- manufacturing costs, particularly raw materials such as third-party feedstock ore, maintenance and energy-related expenses, and
- currency exchange rates (particularly the exchange rate for the U.S. dollar relative to the euro, Norwegian krone and the Canadian dollar).

Our key performance indicators are our TiO_2 average selling prices, our level of TiO_2 sales and production volumes and the cost of our third-party feedstock ore. TiO_2 selling prices generally follow industry trends and prices will increase or decrease generally as a result of competitive market pressures.

Executive summary

We reported net income of $1.7 million, or $.01 per share, in the second quarter of 2016 as compared to a net loss of $159.8 million, or $1.38 per share, in the second quarter of 2015. For the first six months of 2016, we reported a net loss of $2.1 million, or $.02 per share, compared to a net loss of $141.4 million, or $1.22 per share, in the first six months of 2015. We reported a net loss in the 2015 periods primarily due to the recognition of an aggregate $150.3 million non-cash deferred income tax asset valuation allowance related to our German and Belgian operations and a $21.1 million charge associated with the implementation of certain workforce reductions, both of which were recognized in the second quarter of 2015. Comparability of our results was also impacted by lower average selling prices in 2016, as well as the favorable effects of higher sales volumes, lower raw materials and other production costs (including cost savings resulting from workforce reductions implemented in 2015 reflected in both cost of sales and other operating expenses), and the recognition of an insurance settlement gain in 2016 from a 2014 business interruption claim.

Our results in the six months of 2016 include a pre-tax insurance settlement gain of $3.4 million ($2.6 million, or $.02 per share, net of income tax expense), of which $1.4 million ($1.0 million, or $.01 per share, net of income tax expense) was recognized in the second quarter. Our results in the second quarter of 2016 include the recognition of a non-cash deferred income tax valuation allowance related to our German and Belgian operations aggregating $2.9 million ($.02 per share). Our results in the second quarter of 2015 include the recognition of the non-cash deferred income tax asset valuation allowance related to our German and Belgian operations aggregating $150.3 million ($1.30 per share) and a pre-tax charge of $21.1 million ($18.2 million, or $.16 per share, net of income tax benefit) related to workforce reduction costs accrued in the second quarter of 2015. Of such $21.1 million charge, $10.7 million was classified as part of cost of sales and $10.4 million was classified in selling, general and administrative expense.

Forward-looking information

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Statements in this Quarterly Report on Form 10-Q that are not historical facts are forward-looking in nature and represent management’s beliefs and assumptions based on currently available information. Statements in this report including, but not limited to, statements found in Item 2 - “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” are forward-looking statements that represent our management’s beliefs and assumptions based on currently available information. In some cases you can identify forward-looking statements by the use of words such as “believes,” “intends,” “may,” “should,” “could,” “anticipates,” “expects” or comparable terminology, or by discussions of strategies or trends. Although we believe the expectations reflected in forward-looking statements are reasonable, we do not know if these expectations will be correct. Such statements by their nature involve substantial risks and uncertainties that could significantly impact expected results. Actual future results could differ materially from those predicted. The factors that could cause our actual future results to differ materially from those described herein are the risks and uncertainties discussed in this Quarterly Report and those described from time to time in our other filings with the SEC including, 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 cyclicality 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 (such as changes in the level of gross domestic product in various regions of the world and the impact of such changes on demand for TiO_2)
- 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 new accounting and manufacturing software systems
- The introduction of trade barriers
- Possible disruption of our business, or increases in our cost of doing business, resulting from terrorist activities or global conflicts
- 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), or possible disruptions to our business resulting from potential instability 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, transportation interruptions and cyber-attacks)
- Our ability to renew or refinance credit facilities
- Our ability to maintain sufficient liquidity
- The ultimate outcome of income tax audits, tax settlement initiatives or other tax matters
- Our ability to utilize income tax attributes, the benefits of which 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
- The ultimate resolution of pending litigation
- 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. We disclaim any intention or obligation to update or revise any forward-looking statement whether as a result of changes in information, future events or otherwise.

Results of operations

Current industry conditions

Due to competitive pressures, our average selling prices decreased throughout 2015 and, to a much lesser extent, into the first quarter of 2016. Our average selling prices at the beginning of 2016 were 17% lower as compared to the beginning of 2015. In the second quarter of 2016, our average selling prices began to rise due to the implementation of previously-announced price increases. Our average selling prices at the end of the second quarter of 2016 were 4% higher than at the end of the first quarter of 2016, and 2% higher than at the end of 2015, with higher prices in most major markets except Latin America. We experienced higher sales volumes in European, North American and export markets in the second quarter and first half of 2016 as compared to the second quarter and first half of 2015, partially offset by slightly lower volumes in the Latin American market in 2016 as compared to the same periods of 2015.

We operated our production facilities at overall average capacity utilization rates of 96% in the first six months of 2016 (approximately 97% and 95% of practical capacity in the first and second quarters, respectively) compared to approximately 97% in the first six months of 2015 (93% and 100% in the first and second quarters of 2015, respectively). Our production rates in the first quarter of 2015 were impacted by the implementation of certain productivity-enhancing improvement projects at certain facilities, as well as necessary improvements to ensure continued compliance with our permit regulations, which resulted in longer-than-normal maintenance shutdowns in some instances.

We experienced moderation in the cost of TiO_2 feedstock ore procured from third parties in 2015 which continued into the first half of 2016. Given the time lag between when third-party feedstock ore is purchased and when the TiO_2 product produced with such ore is reflected in our cost of sales, our cost of sales per metric ton of TiO_2 sold declined throughout 2015 and into the first half of 2016. Consequently, our cost of sales per metric ton of TiO_2 sold in the first six months of 2016 was lower than our cost of sales per metric ton of TiO_2 sold in the first six months of 2015 (excluding the effect of changes in currency exchange rates).

Quarter ended June 30, 2016 compared to the quarter ended June 30, 2015

	Three months ended June 30,			
	2015		2016	
	(Dollars in millions)			
Net sales	$ 360.2	100 %	**$ 356.1**	**100%**
Cost of sales	313.7	87	**300.6**	**84**
Gross margin	46.5	13	**55.5**	**16**
Other operating income and expense, net	56.9	16	**45.0**	**13**
Income (loss) from operations	$ (10.4)	(3)%	**$ 10.5**	**3%**

	2015	2016	% Change
TiO_2 operating statistics:			
Sales volumes*	139	**149**	**7%**
Production volumes*	140	**131**	**(7)%**
Percentage change in net sales:			
TiO_2 product pricing			**(7)%**
TiO_2 sales volumes			**7**
Product mix/other			**(2)**
Changes in currency exchange rates			**1**
Total			**(1)%**

* Thousands of metric tons

Net sales - Net sales in the second quarter of 2016 decreased 1%, or $4.1 million, compared to the second quarter of 2015 primarily due to the net effect of a 7% decrease in average TiO_2 selling prices (which decreased net sales by approximately $25 million) and a 7% increase in sales volumes (which increased net sales by approximately $25 million). TiO_2 selling prices will increase or decrease generally as a result of competitive market pressures, changes in the relative level of supply and demand as well as changes in raw material and other manufacturing costs.

Our sales volumes increased 7% in the second quarter of 2016 as compared to the second quarter of 2015 primarily due to higher sales in European, North American and export markets, partially offset by lower sales in Latin America. Our sales volumes in the second quarter of 2016 set a new overall record for a second quarter. In addition to the impact of changes in average TiO_2 selling prices and sales volumes, we estimate that changes in currency exchange rates (primarily the euro) increased our net sales by approximately $5 million as compared to the second quarter of 2015.

Cost of sales - Cost of sales decreased $13.1 million or 4% in the second quarter of 2016 compared to the second quarter of 2015 due to the net impact of lower raw materials and other production costs of approximately $17 million (primarily lower third-party feedstock ore costs), approximately $2.0 million in savings resulting from workforce reductions implemented in 2015 as part of a restructuring plan designed to improve our long-term cost structure, a 7% increase in sales volumes, a 7% decrease in TiO_2 production volumes, and currency fluctuations (primarily the euro). Our cost of sales in 2015 includes approximately $10.7 million of severance costs related to workforce reductions. Our cost of sales as a percentage of net sales decreased to 84% in the second quarter of 2016 compared to 87% in the same period of 2015, as the favorable effects of lower raw materials and other production costs and the impact of the $10.7 million second quarter 2015 workforce reduction charge classified in cost of sales, and associated cost savings from such workforce reduction realized in the second quarter of 2016, more than offset the unfavorable impact of lower average selling prices and lower production volumes, as discussed above.

Other operating income and expense, net – Other operating income and expense, net in the second quarter of 2016 was $45.0 million, a decrease of $11.9 million compared to the second quarter of 2015. Other operating expense in the second quarter of 2015 includes $10.4 million of severance costs related to workforce reductions classified in selling, general and administrative expense. In addition, other operating expense decreased in the second quarter of 2016 due to approximately $3.0 million in cost savings realized in 2016 from workforce reductions implemented in 2015, and other operating income and expense in the second quarter of 2016 includes an insurance settlement gain of $1.4 million related to a 2014 business interruption claim.

Gross margin and income (loss) from operations - Income from operations increased by $20.9 million compared to the second quarter of 2015. Income (loss) from operations as a percentage of net sales increased to 3% in the second quarter of 2016 from (3)% in the same period of 2015. This increase was driven by the increase in gross margin percentage, which increased to 16% for the second quarter of 2016 compared to 13% for the second quarter of 2015, and the impact of the $10.4 million second quarter 2015 workforce reduction charge classified in selling, general and administrative expense and the associated cost savings from such workforce reduction realized in the second quarter of 2016 of $3.0 million. As discussed and quantified above, our gross margin percentage increased primarily due to the net effect of lower raw material and other production costs (including 2015 workforce reduction charges of $10.7 million classified as cost of sales and the associated $2.0 million of cost savings from such workforce reduction realized in 2016), higher sales volumes, lower selling prices and lower production volumes. We estimate that changes in currency exchange rates increased income from operations by approximately $4 million in the second quarter of 2016 as compared to the same period in 2015, as discussed below.

Other non-operating income (expense) - Interest expense increased $.7 million, or 16%, in the second quarter of 2016 compared to the second quarter of 2015. We currently expect our interest expense for all of 2016 will be comparable to 2015. See Note 7 to our Condensed Consolidated Financial Statements.

Income tax expense - We recognized income tax expense of $3.9 million in the second quarter of 2016 compared to income tax expense of $145.1 million in the second quarter of 2015. As discussed below, our income tax expense in the second quarter of 2016 and 2015 includes a non-cash deferred income tax expense of $2.9 million and $150.3 million, respectively, related to the recognition of a deferred income tax asset valuation allowance for our German and Belgian operations. Our earnings are subject to income tax in various U.S. and non-U.S. jurisdictions, and the income tax rates applicable to our pre-tax earnings (losses) of our non-U.S. operations is generally lower than the income tax rates applicable to our U.S. operations. See Note 8 to our Condensed Consolidated Financial Statements for a tabular reconciliation of our statutory income tax provision to our actual tax provision.

We have substantial net operating loss (NOL) carryforwards in Germany (the equivalent of $683 million for German corporate purposes and $96 million for German trade tax purposes, respectively, at December 31, 2015) and in Belgium (the equivalent of $86 million for Belgian corporate tax purposes at December 31, 2015), all of which have an indefinite carryforward period. As a result, we have net deferred income tax assets with respect to these two jurisdictions, primarily related to these NOL carryforwards. The

German corporate tax is similar to the U.S. federal income tax, and the German trade tax is similar to the U.S. state income tax. Prior to June 30, 2015, and using all available evidence, we had concluded no deferred income tax asset valuation allowance was required to be recognized with respect to these net deferred income tax assets under the more-likely-than-not recognition criteria, primarily because (i) the carryforwards have an indefinite carryforward period, (ii) we utilized a portion of such carryforwards during the most recent three-year period, and (iii) we expected to utilize the remainder of the carryforwards over the long term. We had also previously indicated that facts and circumstances could change, which might in the future result in the recognition of a valuation allowance against some or all of such deferred income tax assets. However, as of June 30, 2015, and given our operating results during the second quarter of 2015 and our expectations at that time for our operating results for the remainder of 2015, which had been driven in large part by the trend in our average TiO_2 selling prices over such periods as well as the $21.1 million pre-tax charge recognized in the second quarter of 2015 in connection with the implementation of certain workforce reductions, we did not have sufficient positive evidence to overcome the significant negative evidence of having cumulative losses in the most recent twelve consecutive quarters in both our German and Belgian jurisdictions at June 30, 2015 (even considering that the carryforward period of our German and Belgian NOL carryforwards is indefinite, one piece of positive evidence). Accordingly, at June 30, 2015, we concluded that we were required to recognize a non-cash deferred income tax asset valuation allowance under the more-likely-than-not recognition criteria with respect to our German and Belgian net deferred income tax assets at such date. We recognized an additional non-cash deferred income tax asset valuation allowance during the second half of 2015 due to losses recognized by our German and Belgian operations during such period. Such valuation allowance aggregated $168.9 million at December 31, 2015. We recognized an additional non-cash deferred income tax asset valuation allowance during the first half of 2016 of $2.9 million, all of which was recognized in the second quarter. We continue to believe we will ultimately realize the full benefit of these German and Belgian NOL carryforwards, in part because of their indefinite carryforward period. However, our ability to reverse all or a portion of such valuation allowance in the future is dependent on the presence of sufficient positive evidence, such as the existence of cumulative profits in the most recent twelve consecutive quarters, and the ability to demonstrate future profitability for a sustainable period. Until such time as we are able to reverse the valuation allowance in full, to the extent we generate additional losses in Germany or Belgium in the intervening periods, our effective income tax rate would be impacted by the existence of such valuation allowance, because such losses would effectively be recognized without any associated net income tax benefit, as such losses would result in a further increase in the deferred income tax asset valuation allowance. Alternatively, until such time as we are able to reverse the valuation allowance in full, to the extent we generate income in Germany or Belgium in the intervening periods, our effective income tax rate would also be impacted by the existence of such valuation allowance, because such income may be recognized without any associated net income tax expense, subject to certain NOL usage limitations, as we would reverse a portion of the valuation allowance to offset the income tax expense attributable to such income. In addition, any change in tax law related to the indefinite carryforward period of these NOLs could adversely impact our ability to reverse the valuation allowance in full. Consistent with our expectation regarding our consolidated results of operations in the remainder of 2016 (as discussed below under the “Outlook” subsection), we currently believe it is likely our German and Belgian operations will report improved operating results in 2016 as compared to 2015. However we currently do not expect that our German and Belgian operating results would improve to such an extent in 2016 that reversal of the valuation allowance in full would be supported by the presence of sufficient positive evidence.

Six months ended June 30, 2016 compared to the six months ended June 30, 2015

	Six months ended June 30,			
	2015		2016	
	(Dollars in millions)			
Net sales	$ 725.3	100 %	**$ 674.5**	**100%**
Cost of sales	601.4	83	**578.6**	**86**
Gross margin	123.9	17	**95.9**	**14**
Other operating income and expense, net	102.1	14	**85.7**	**12**
Income from operations	$ 21.8	3 %	**$ 10.2**	**2%**

	2015	2016	% Change
TiO_2 operating statistics:			
Sales volumes*	270	**287**	**6%**
Production volumes*	265	**262**	**(1)%**
Percentage change in net sales:			
TiO_2 product pricing			**(11)%**
TiO_2 sales volumes			**6**
Product mix/other			**(1)**
Changes in currency exchange rates			**(1)**
Total			**(7)%**

* Thousands of metric tons

Net sales - Net sales in the first six months of 2016 decreased 7%, or $50.8 million, compared to the first six months of 2015 primarily due to the net effect of an 11% decrease in average TiO_2 selling prices (which decreased net sales by approximately $80 million) and a 6% increase in sales volumes (which increased net sales by approximately $44 million). TiO_2 selling prices will increase or decrease generally as a result of competitive market pressures, changes in the relative level of supply and demand as well as changes in raw material and other manufacturing costs.

Our sales volumes increased 6% in the first six months of 2016 as compared to the first six months of 2015 primarily due to higher sales in European, North American and export markets, partially offset by lower sales in Latin America. Our sales volumes in the first half of 2016 set a new overall record for a first-six-months period. In addition to the impact of changes in average TiO_2 selling prices and sales volumes, we estimate that changes in currency exchange rates decreased our net sales by approximately $6 million as compared to the first six months of 2015.

Cost of sales - Cost of sales decreased $22.8 million or 4% in the first six months of 2016 compared to the same period in 2015 primarily due to the net impact of lower raw materials and other production costs of approximately $23 million (primarily lower third-party feedstock ore costs), approximately $4.0 million in savings resulting from workforce reductions implemented in 2015, a 6% increase in sales volumes, and currency fluctuations (primarily the euro). Our cost of sales in 2015 includes approximately $10.7 million of severance costs related to workforce reductions.

Our cost of sales as a percentage of net sales increased to 86% in the first six months of 2016 compared to 83% in the same period of 2015, as the unfavorable impact of lower average selling prices more than offset the favorable effects of lower raw materials and other production costs and the impact of the $10.7 million second quarter 2015 workforce reduction charge classified in cost of sales and associated cost savings from such workforce reduction realized in the first six months of 2016, as discussed above.

Other operating income and expense, net – Other operating income and expense, net in the first six months of 2016 was $85.7 million, a decrease of $16.4 million compared to the first six months of 2015. Other operating expense in the second quarter of 2015 includes $10.4 million of severance costs related to workforce reductions classified in selling, general and administrative expense. In addition, other operating expense decreased in the first six months of 2016 due to approximately $5.5 million in cost savings realized in 2016 from workforce reductions implemented in 2015, and other operating income and expense in the first six months of 2016 also includes an insurance settlement gain of $3.4 million related to a 2014 business interruption claim.

Gross margin and income from operations - Income from operations decreased by $11.6 million compared to the first six months of 2015. Income from operations as a percentage of net sales decreased to 2% in the first six months of 2016 from 3% in the same period of 2015. This decrease was driven by the decline in gross margin, which decreased to 14% for the first six months of 2016 compared to 17% for the first six months of 2015, partially offset by the impact of the $10.4 million second quarter 2015 workforce reduction charge classified in selling, general and administrative expense and the associated cost savings from such workforce reductions realized in the first six months of 2016 of $5.5 million. As discussed and quantified above, our gross margin decreased primarily due to the net effect of lower selling prices, lower raw material and other production costs (including 2015 workforce reduction charges of $10.7 million classified as cost of sales and the associated $4.0 million of cost savings from such workforce reduction realized in 2016), and higher sales volumes. We estimate that changes in currency exchange rates increased income from operations by approximately $11 million in the first six months of 2016 as compared to the same period in 2015.

Other non-operating income (expense) - Interest expense increased $1.2 million, or 13%, in the first six months of 2016 compared to 2015 primarily due to higher average debt levels in 2016.

Income tax expense - We recognized income tax expense of $2.5 million in the first six months of 2016 compared to income tax expense of $154.5 million in the same period last year. As discussed above, our income tax expense in the first six months of 2016 and 2015 includes a second quarter non-cash deferred income tax expense of $2.9 million and $150.3 million, respectively, related to the recognition of a deferred income tax asset valuation allowance for our German and Belgian operations. Our earnings are subject to income tax in various U.S. and non-U.S. jurisdictions, and the income tax rates applicable to our pre-tax earnings (losses) of our non-U.S. operations are generally lower than the income tax rates applicable to our U.S. operations. Excluding the effect of any increase or decrease in our deferred income tax asset valuation allowance, we would generally expect our overall effective tax rate to be lower than the U.S. federal statutory rate of 35% primarily because of our non-U.S. operations. Our effective income tax rate in the first six months of 2015, excluding the impact of the deferred income tax asset valuation allowances we recognized, was lower than the U.S. federal statutory tax rate of 35%. However, as a result of our estimated annual effective tax rate at June 30, 2015, our non-U.S. rate reconciling items increased our effective tax rate but this increase was more than offset by tax benefits related to nondeductible expenses and our reserve for uncertain tax positions. Our effective income tax rate in the first six months of 2016, excluding the impact of the deferred income tax asset valuation allowances we recognized, was higher than the U.S. federal statutory rate of 35%. Although we reported positive pre-tax earnings in the first six months of 2016, we recognized a net income tax benefit in the first six months of 2016, excluding the impact of the deferred income tax asset valuation we recognized, primarily because we are required under ASC 740-270 to compute the interim tax provision by calculating an estimated annual effective tax rate. Because the estimate is based on full year income, the tax rate differences may not have a meaningful relationship to quarterly or year-to-date interim pre-tax income and may produce unusual and unexpected relationships to other tax rate reconciling items. Excluding the impact of the deferred income tax asset valuation allowance we recognized, our effective income tax rate and the net income tax benefit recognized in the first six months of 2016 is not indicative of the effective income tax rate or income tax expense (benefit) we would expect for the full year of 2016, in part given the near break-even pre-tax results we recognized in the first six months of 2016. See Note 8 to our Condensed Consolidated Financial Statements for a tabular reconciliation of our statutory income tax provision to our actual tax provision.

Effects of Currency Exchange Rates

We have substantial operations and assets located outside the United States (primarily in Germany, Belgium, Norway and Canada). The majority of our sales from non-U.S. operations are denominated in currencies other than the U.S. dollar, principally the euro, other major European currencies and the Canadian dollar. A portion of our sales generated from our non-U.S. operations is denominated in the U.S. dollar (and consequently our non-U.S. operations will generally hold U.S. dollars from time to time). Certain raw materials used in all our production facilities, primarily titanium-containing feedstocks, are purchased in U.S. dollars, while labor and other production and administrative costs are incurred primarily in local currencies. Consequently, the translated U.S. dollar value of our non-U.S. sales and operating results are subject to currency exchange rate fluctuations which may favorably or unfavorably impact reported earnings and may affect the comparability of period-to-period operating results. In addition to the impact of the translation of sales and expenses over time, our non-U.S. operations also generate currency transaction gains and losses which primarily relate to (i) the difference between the currency exchange rates in effect when non-local currency sales or operating costs (primarily U.S. dollar denominated) are initially accrued and when such amounts are settled with the non-local currency, (ii) changes in currency exchange rates during time periods when our non-U.S. operations are holding non-local currency (primarily U.S. dollars), and (iii) relative changes in the aggregate fair value of currency forward contracts held from time to time. As discussed in Note 13 to our Condensed Consolidated Financial Statements, we periodically use currency forward contracts to manage a portion of our currency exchange risk, and relative changes in the aggregate fair value of any currency forward contracts we hold from time to time serves in part to mitigate the currency transaction gains or losses we would otherwise recognize from the first two items described above.

Overall, we estimate that fluctuations in currency exchange rates had the following effects on the reported amounts of our sales and income from operations for the periods indicated.

Impact of changes in currency exchange rates three months ended June 30, 2016 vs June 30 2015

	Transaction gains/losses recognized			Translation gain/loss – impact of rate changes	Total currency impact 2016 vs 2015
	2015	2016	Change		
			(In millions)		
Impact on:					
Net sales	$ -	$ -	$ -	$ 5	$ 5
Income from operations	-	2	2	2	4

The $5 million increase in net sales (translation gain) was caused primarily by a weakening of the U.S. dollar relative to the euro, as our euro-denominated sales were translated into more U.S. dollars in 2016 as compared to 2015. The strengthening of the U.S. dollar relative to the Canadian dollar and the Norwegian krone in 2016 did not have a significant effect on the reported amount of our net sales, as a substantial portion of the sales generated by our Canadian and Norwegian operations are denominated in the U.S. dollar.

The $4 million net increase in income from operations comprised the following:

- approximately $2 million from net currency transaction gains caused primarily by a strengthening of the U.S. dollar relative to the Norwegian krone and the Canadian dollar, as U.S. dollar-denominated receivables and U.S. dollar currency held by our non-U.S. operations became equivalent to a greater amount of local currency in the 2016 period as compared to the 2015 period, and
- approximately $2 million from net currency translation gains caused primarily by a strengthening of the U.S. dollar relative to the Canadian dollar and the Norwegian krone, as their local currency denominated operating costs were translated into fewer U.S. dollars in 2016 as compared to 2015, (and such translation, as it related to the U.S. dollar relative to the euro, had a negative effect on income from operations in 2016 as compared to 2015, as the positive impact

of the weaker U.S. dollar on euro-denominated sales was more than offset by the unfavorable effect of euro-denominated operating costs being translated into more U.S. dollars in 2016 as compared to 2015).

Impact of changes in currency exchange rates six months ended June 30, 2016 vs June 30 2015

	Transaction gains/losses recognized			Translation gain/loss – impact of rate changes	Total currency impact 2016 vs 2015
	2015	2016	Change		
			(In millions)		
Impact on:					
Net sales	$ -	$ -	$ -	$ (6)	$ (6)
Income from operations	1	4	3	8	11

The $6 million reduction in net sales (translation loss) was caused primarily by a strengthening of the U.S. dollar relative to the euro, as our euro-denominated sales were translated into fewer U.S. dollars in 2016 as compared to 2015. The strengthening of the U.S. dollar relative to the Canadian dollar and the Norwegian krone in 2016 did not have a significant effect on the reported amount of our net sales, as a substantial portion of the sales generated by our Canadian and Norwegian operations are denominated in the U.S. dollar.

The $11 million net increase in income from operations comprised the following:

- approximately $3 million from net currency transaction gains caused primarily by a strengthening of the U.S. dollar relative to the euro, the Norwegian krone and the Canadian dollar, as U.S. dollar-denominated receivables and U.S. dollar currency held by our non-U.S. operations became equivalent to a greater amount of local currency in the 2016 period as compared to the 2015 period, and
- approximately $8 million of net currency translation gains caused primarily by a strengthening of the U.S. dollar relative to the Canadian dollar and the Norwegian krone, as their local currency denominated operating costs were translated into fewer U.S. dollars in 2016 as compared to 2015, (and such translation, as it related to the U.S. dollar relative to the euro, had a negative effect on income from operations in 2016 as compared to 2015, as the negative impact of the stronger U.S. dollar on euro-denominated sales more than offset the favorable effect of euro-denominated operating costs being translated into fewer U.S. dollars in 2016 as compared to 2015).

Outlook

During the first half of 2016 we operated our production facilities at 96% of practical capacity. We expect our production volumes to be higher in 2016 as compared to 2015, as our production rates in 2015 were impacted by the implementation of certain productivity-enhancing improvement projects at certain facilities, as well as necessary improvements to ensure continued compliance with our permit regulations, which resulted in longer-than-normal maintenance shutdowns in some instances. Assuming global economic conditions do not deteriorate, we expect our sales volumes to be higher in 2016 as compared to 2015. We will continue to monitor current and anticipated near-term customer demand levels and align our production and inventories accordingly.

We experienced moderation in the cost of TiO_2 feedstock ore procured from third parties in 2015 which continued into the first half of 2016. Given the time lag between when third-party feedstock ore is purchased and when the TiO_2 product produced with such ore is reflected in our cost of sales, our cost of sales per metric ton of TiO_2 sold in the first half of 2016 was lower than our cost of sales per metric ton of TiO_2 sold in the first half of 2015 (excluding the effect of changes in currency exchange rates). We expect our cost of sales per metric ton of TiO_2 sold for the remainder of 2016 will be lower than our per-metric ton cost in the comparable periods of 2015, due in part to the favorable effect of the workforce reductions and other cost reduction initiatives we implemented beginning in the second quarter of 2015 as well as some expected additional modest improvement in the cost of feedstock ore.

We started 2016 with selling prices 17% lower than the beginning of 2015, and prices declined by an additional 1% in the first quarter of 2016. In the second quarter of 2016, our average selling prices began to rise due to the implementation of previously-announced price increases. Our average selling prices at the end of the second quarter of 2016 were 4% higher than at the end of the first quarter of 2016, and 2% higher than at the end of 2015. Industry data indicates that overall TiO_2 inventory held by producers declined significantly during 2015. In addition, we believe most customers hold very low inventories of TiO_2 with many operating on a just-in-time basis. With the strong sales volumes experienced in the first half of 2016, we continue to see evidence of strengthening demand for our TiO_2 products in certain of our primary markets. We and our major competitors have announced price increases, which we began implementing in the second quarter of 2016, as contracts have allowed. The extent to which we will be able to achieve any additional price increases in the near term will depend on market conditions.

We initiated a restructuring plan in 2015 designed to improve our long-term cost structure. As part of such plan, we implemented certain voluntary and involuntary workforce reductions during 2015 at certain of our facilities impacting approximately 160 individuals. Such workforce reductions are expected to result in approximately $19 million of annual cost savings, including $9.4 million realized during the first six months of 2016. These workforce reductions are not expected to negatively impact our ability to operate our production facilities at their practical capacity rates. In addition to the workforce reductions implemented in 2015, we are also in the process of implementing other cost reduction initiatives throughout the organization, including the implementation of continued process productivity improvements.

Overall, we expect income from operations in 2016 will be higher as compared to 2015 as a result of:

- the favorable effects of anticipated higher sales and production volumes in 2016,
- the favorable effect of lower-cost third party feedstock ore,
- the expected cost savings from workforce reductions and other cost reduction initiatives throughout the organization, and
- the expected implementation of price increases.

Due to the constraints of high capital costs and extended lead time associated with adding significant new TiO_2 production capacity, especially for premium grades of TiO_2 products produced from the chloride process, we believe increased and sustained profit margins will be necessary to financially justify major expansions of TiO_2 production capacity required to meet expected future growth in demand. As a result of relative customer inventory levels during the recent past and the resulting adverse effect on global TiO_2 pricing, some industry projects to increase TiO_2 production capacity have been cancelled or deferred indefinitely, and announcements have been made regarding the closure of certain facilities. Given the lead time required for production capacity expansions, a shortage of TiO_2 could occur if economic conditions improve and global demand levels for TiO_2 increase sufficiently.

Our expectations for our future operating results are based upon a number of factors beyond our control, including worldwide growth of gross domestic product, competition in the marketplace, continued operation of competitors, unexpected or earlier-than-expected capacity additions or reductions and technological advances. If actual developments differ from our expectations, our results of operations could be unfavorably affected.

LIQUIDITY AND CAPITAL RESOURCES

Consolidated cash flows

Operating activities

Trends in cash flows as a result of our operating activities (excluding the impact of significant asset dispositions and relative changes in assets and liabilities) are generally similar to trends in our earnings. In addition to the impact of the operating, investing and financing cash flows discussed below, changes in the amount of cash and cash equivalents we report from period to period can be impacted by changes in currency exchange rates, since a portion of our cash and cash equivalents is held by our non-U.S. subsidiaries. For example, during the first six months of 2016, relative changes in currency exchange rates resulted in a $.1 million increase in the reported amount of our cash and cash equivalents from December 31, 2015 to June 30, 2016 as compared to a $6.1 million decrease from December 31, 2014 to June 30, 2015.

Cash provided by operating activities was $16.6 million in the first six months of 2016 compared to $8.3 million in the first six months of 2015. This $8.3 million increase in the amount of cash provided was primarily due to the net effects of the following:

- lower income from operations in 2016 of $11.6 million,
- a lower amount of net cash used associated with relative changes in our inventories, receivables, payables and accruals in 2016 of $16.5 million as compared to 2015,
- lower net cash paid for income taxes in 2016 of $2.8 million primarily due to our decreased profitability, and
- higher net distributions from our TiO_2 manufacturing joint venture in 2016 of $2.0 million, primarily due to the timing of the joint venture's working capital needs.

Changes in working capital were affected by accounts receivable and inventory changes. As shown below:

- Our average days sales outstanding, or DSO, was consistent from December 31, 2015 to June 30, 2016, as higher sales volumes were offset by the effect of lower sales prices in 2016 as compared to 2015, and

- Our average days sales in inventory, or DSI, decreased from December 31, 2015 to June 30, 2016 principally due to lower inventory volumes and lower inventory raw material costs.

For comparative purposes, we have also provided comparable prior year numbers below.

	December 31, 2014	June 30, 2015	December 31, 2015	June 30, 2016
DSO	61 days	69 days	66 days	66 days
DSI	76 days	66 days	80 days	55 days

Investing activities

Our capital expenditures of $19.3 million and $23.7 million in the first six months of 2015 and 2016, respectively, were primarily to maintain and improve the cost effectiveness of our manufacturing facilities. In addition, approximately $5 million of our 2016 capital expenditure to date relates to the implementation of a new accounting and manufacturing system.

Financing activities

During the first six months of 2016, we:

- paid quarterly dividends to stockholders aggregating $.30 per share ($34.8 million),
- borrowed $108.2 million on our revolving North American credit facility and subsequently repaid $78.2 million, and
- repaid $1.8 million on our term loan.

Outstanding debt obligations

At June 30, 2016, our consolidated debt comprised:

- $342.1 million aggregate borrowing under our term loan ($337.0 million carrying amount, net of unamortized original issue discount and debt issuance costs) due in February 2020,
- $30.0 million outstanding on our revolving North American credit facility, and
- approximately $3.1 million of other indebtedness.

Our North American and European revolvers and our term loan contain a number of covenants and restrictions which, among other things, restrict our ability to incur additional debt, incur liens, pay dividends or merge or consolidate with, or sell or transfer substantially all of our assets to, another entity, and contains other provisions and restrictive covenants customary in lending transactions of this type. Certain of our credit agreements contain provisions which could result in the acceleration of indebtedness prior to their stated maturity for reasons other than defaults for failure to comply with typical financial or payment covenants. For example, certain credit agreements allow the lender to accelerate the maturity of the indebtedness upon a change of control (as defined in the agreement) of the borrower. In addition, certain credit agreements could result in the acceleration of all or a portion of the indebtedness following a sale of assets outside the ordinary course of business. Our European revolving credit facility also requires the maintenance of certain financial ratios, and one of such requirements is based on the ratio of net debt to the last twelve months EBITDA of the borrowers. The terms of all of our debt instruments are discussed in Note 9 to our Consolidated Financial Statements included in our 2015 Annual Report. We are in compliance with all of our debt covenants at June 30, 2016. We believe that we will be able to continue to comply with the financial covenants contained in our credit facilities through their maturity.

Our assets consist primarily of investments in operating subsidiaries, and our ability to service parent-level obligations, including our term loan, depends in part upon the distribution of earnings of our subsidiaries, whether in the form of dividends, advances or payments on account of intercompany obligations or otherwise. The term loan is collateralized by, among other things, a first priority lien on (i) 100% of the common stock of certain of our U.S. wholly-owned subsidiaries, (ii) 65% of the common stock or other ownership interest of our Canadian subsidiary (Kronos Canada, Inc.) and certain first-tier European subsidiaries (Kronos Titan GmbH and Kronos Denmark ApS) and (iii) a $395.7 million unsecured promissory note issued by our wholly-owned subsidiary, Kronos International, Inc. (KII). The term loan is also collateralized by a second priority lien on our U.S. assets which collateralize our North American revolving credit facility. Our North American revolving credit facility is collateralized by, among other things, a first priority lien on the borrower's trade receivables and inventories. Our European revolving credit facility is collateralized by, among other things, the accounts receivable and inventories of the borrowers plus a limited pledge of all the other assets of the Belgian borrower.

Future cash requirements

Liquidity

Our primary source of liquidity on an ongoing basis is cash flows from operating activities which is generally used to (i) fund working capital expenditures, (ii) repay any short-term indebtedness incurred for working capital purposes and (iii) provide for the payment of dividends. From time-to-time we will incur indebtedness, generally to (i) fund short-term working capital needs, (ii) refinance existing indebtedness or (iii) fund major capital expenditures or the acquisition of other assets outside the ordinary course of business. We will also from time-to-time sell assets outside the ordinary course of business and use the proceeds to (i) repay existing indebtedness, (ii) make investments in marketable and other securities, (iii) fund major capital expenditures or the acquisition of other assets outside the ordinary course of business or (iv) pay dividends.

The TiO_2 industry is cyclical, and changes in industry economic conditions significantly impact earnings and operating cash flows. Changes in TiO_2 pricing, production volumes and customer demand, among other things, could significantly affect our liquidity.

We routinely evaluate our liquidity requirements, alternative uses of capital, capital needs and availability of resources in view of, among other things, our dividend policy, our debt service and capital expenditure requirements and estimated future operating cash flows. As a result of this process, we have in the past and may in the future seek to reduce, refinance, repurchase or restructure indebtedness, raise additional capital, repurchase shares of our common stock, modify our dividend policy, restructure ownership interests, sell interests in our subsidiaries or other assets, or take a combination of these steps or other steps to manage our liquidity and capital resources. Such activities have in the past and may in the future involve related companies. In the normal course of our business, we may investigate, evaluate, discuss and engage in acquisition, joint venture, strategic relationship and other business combination opportunities in the TiO_2 industry. In the event of any future acquisition or joint venture opportunity, we may consider using then-available liquidity, issuing our equity securities or incurring additional indebtedness.

At June 30, 2016, we had aggregate cash, cash equivalents and restricted cash on hand of $80.6 million, of which $77.9 million was held by non-U.S. subsidiaries. At June 30, 2016, we had approximately $52.2 million available for additional borrowing under our North American revolving credit facility. Based on the terms of our European credit facility (including the net debt to EBITDA financial test discussed above) and the borrowers' EBITDA over the last six months ending June 30, 2016, our borrowing availability at June 30, 2016 under this facility is approximately 11% of the credit facility, or €13.7 million ($15.2 million). We could borrow all available amounts under each of our credit facilities without violating our existing debt covenants. Based upon our expectation for the TiO_2 industry and anticipated demands on cash resources, we expect to have sufficient liquidity to meet our short term obligations (defined as the twelve-month period ending June 30, 2017) and our long-term obligations (defined as the five-year period ending June 30, 2021, our time period for long-term budgeting). If actual developments differ from our expectations, our liquidity could be adversely affected. Our North American revolving credit facility matures in June 2017, and our European credit facility matures in September 2017. We believe we will be able to obtain an extension of these facilities in the normal course of business on or prior to their respective maturity dates.

Capital expenditures

We currently estimate that we will invest approximately $63 million in capital expenditures primarily to maintain and improve our existing facilities during 2016, including the $23.7 million we have spent through June 30, 2016. A portion of planned capital expenditures in 2016 relates to the implementation of a new accounting and manufacturing system.

Stock repurchase program

At June 30, 2016, we have 1,951,000 shares available for repurchase under a stock repurchase program authorized by our board of directors.

Off-balance sheet financing

We do not have any off-balance sheet financing agreements other than the operating leases discussed in our 2015 Annual Report.

Commitments and contingencies

See Notes 8 and 12 to the Condensed Consolidated Financial Statements for a description of certain income tax examinations currently underway and legal proceedings.

Recent accounting pronouncements

See Note 16 to our Condensed Consolidated Financial Statements.

Critical accounting policies

For a discussion of our critical accounting policies, refer to Part I, Item 7 - "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2015 Annual Report. There have been no changes in our critical accounting policies during the first six months of 2016.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

General

We are exposed to market risk, including currency exchange rates, interest rates and security prices, and raw material prices. There have been no material changes in these market risks since we filed our 2015 Annual Report, and refer you to Part I, Item 7A. - "Quantitative and Qualitative Disclosure About Market Risk" in our 2015 Annual Report. See also Note 13 to our Condensed Consolidated Financial Statements.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

We maintain disclosure controls and procedures which, as defined in Exchange Act Rule 13a-15(e), means controls and other procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit to the SEC under the Securities Exchange Act of 1934, as amended (the Act), is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in the reports we file or submit to the SEC under the Act is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions to be made regarding required disclosure. Each of Bobby D. O'Brien, our Chairman of the Board, President and Chief Executive Officer and Gregory M. Swalwell, our Executive Vice President and Chief Financial Officer, have evaluated the design and effectiveness of our disclosure controls and procedures as of June 30, 2016. Based upon their evaluation, these executive officers have concluded that our disclosure controls and procedures are effective as of the date of such evaluation.

Internal control over financial reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting which, as defined by Exchange Act Rule 13a-15(f) means a process designed by, or under the supervision of, our principal executive and principal financial officers, or persons performing similar functions, and effected by the board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets,
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors, and
- Provide reasonable assurance regarding prevention or timely detection of an unauthorized acquisition, use or disposition of our assets that could have a material effect on our Condensed Consolidated Financial Statements.

As permitted by the SEC, our assessment of internal control over financial reporting excludes (i) internal control over financial reporting of our equity method investees and (ii) internal control over the preparation of any financial statement schedules which would be required by Article 12 of Regulation S-X. However, our assessment of internal control over financial reporting with respect to our equity method investees did include our controls over the recording of amounts related to our investment that are recorded in our Condensed Consolidated Financial Statements, including controls over the selection of accounting methods for our investments, the recognition of equity method earnings and losses and the determination, valuation and recording of our investment account balances.

Changes in internal control over financial reporting

There has been no change to our internal control over financial reporting during the quarter ended June 30, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

Refer to Note 12 of the Condensed Consolidated Financial Statements, our 2015 Annual Report and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 for descriptions of certain legal proceedings.

Item 1A. Risk Factors

For a discussion of other risk factors related to our businesses, refer to Part I, Item 1A, “Risk Factors,” in our 2015 Annual report. There have been no material changes to such risk factors during the three months ended June 30, 2016.

Item 6. Exhibits

10.1	Ninth Amended and Restated Unsecured Revolving Demand Promissory Note dated August 3, 2016 in the original principal amount of $60.0 million executed by Valhi, Inc. and payable to the order of Kronos Worldwide, Inc.
31.1	Certification
31.2	Certification
32.1	Certification
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

SIGNATURES

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 thereunto duly authorized.

Kronos Worldwide, Inc.
(Registrant)

Date: August 5, 2016

/s/ Gregory M. Swalwell
Gregory M. Swalwell
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

Date: August 5, 2016

/s/ Tim C. Hafer
Tim C. Hafer
Vice President and Controller
(Principal Accounting Officer)

NINTH AMENDED AND RESTATED
UNSECURED REVOLVING
DEMAND PROMISSORY NOTE

$60,000,000.00 **August 3, 2016**

Section 1. ***Promise to Pay***. For and in consideration of value received, the undersigned, VALHI, INC., a corporation duly organized under the laws of the state of Delaware ("*Borrower*"), promises to pay, in lawful money of the United States of America, to the order of KRONOS WORLDWIDE, INC., a corporation duly organized under the laws of the state of Delaware ("*Kronos Worldwide*"), or the holder hereof (as applicable, Kronos Worldwide or such holder shall be referred to as the "*Noteholder*"), the principal sum of SIXTY MILLION and NO/100ths United States Dollars ($60,000,000.00) or such lesser amount as shall equal the unpaid principal amount of the loan made by the Noteholder to Borrower together with accrued and unpaid interest on the unpaid principal balance from time to time pursuant to the terms of this Ninth Amended and Restated Unsecured Revolving Demand Promissory Note, as it may be amended from time to time (this "*Note*"). This Note shall be unsecured and will bear interest on the terms set forth in **Section 7** below. Capitalized terms not otherwise defined shall have the meanings given to such terms in **Section 19** of this Note.

Section 2. ***Amendment and Restatement***. This Note renews, replaces, amends and restates in its entirety the Eighth Amended and Restated Unsecured Revolving Demand Promissory Note dated December 31, 2015 in the original principal amount of $100,000,000.00 payable to the order of the Noteholder and executed by the Borrower (the "*Eighth Amended Note*"). The Eighth Amended Note renewed, replaced, amended and restated in its entirety the Seventh Amended and Restated Unsecured Revolving Demand Promissory Note dated December 31, 2014 in the original principal amount of $100,000,000.00 payable to the order of the Noteholder and executed by the Borrower (the "*Seventh Amended Note*"). The Seventh Amended Note renewed, replaced, amended and restated in its entirety the Sixth Amended and Restated Unsecured Revolving Demand Promissory Note dated December 31, 2013 in the original principal amount of $100,000,000.00 payable to the order of the Noteholder and executed by the Borrower (the "*Sixth Amended Note*"). The Sixth Amended Note renewed, replaced, amended and restated in its entirety the Fifth Amended and Restated Unsecured Revolving Demand Promissory Note dated December 31, 2012 in the original principal amount of $100,000,000.00 payable to the order of the Noteholder and executed by the Borrower (the "*Fifth Amended Note*"). The Fifth Amended Note renewed, replaced, amended and restated in its entirety the Fourth Amended and Restated Unsecured Revolving Demand Promissory Note dated December 19, 2012 in the original principal amount of $235,000,000.00 payable to the order of the Noteholder and executed by the Borrower (the "*Fourth Amended Note*"). The Fourth Amended Note renewed, replaced, amended and restated in its entirety the Third Amended and Restated Unsecured Revolving Demand Promissory Note dated December 31, 2011 in the original principal amount of $225,000,000.00 payable to the order of the Noteholder and executed by the Borrower (the "*Third Amended Note*"). The Third Amended Note renewed, replaced, amended and restated in its entirety the Second Amended and Restated Unsecured Revolving Demand Promissory Note dated June 30, 2011 in the original principal amount of $175,000,000.00 payable to the order of the Noteholder and executed by the Borrower (the "*Second Amended Note*"). The Second Amended Note renewed, replaced, amended and restated in its entirety the First Amended and Restated Unsecured Revolving Demand Promissory Note dated December 31, 2010 in the original principal amount of $175,000,000.00 payable to the order of the Noteholder and executed by the Borrower (the "*First Amended Note*"). The First Amended Note renewed, replaced, amended and restated in its entirety the Unsecured Revolving Demand Promissory Note dated November 10, 2010 in the original principal amount of $100,000,000.00 payable to the order of the Noteholder and executed by the Borrower (the "*Original Note*"). This Note renews, replaces, amends and restates in its entirety the Eighth Amended Note, the Seventh Amended Note, the Sixth Amended Note, the Fifth Amended Note, the Fourth Amended Note, the Third Amended Note, the Second Amended Note, the First Amended Note and the Original Note (collectively, the "*Prior Notes*"); *provided* that such amendment and restatement shall operate to renew, amend and modify the rights and obligations of the parties under each Prior Note, as provided herein, but shall not extinguish the obligations under each Prior Note, nor effect a novation thereof. As of the close of business on August 2, 2016, the unpaid principal balance of the Eighth Amended Note was nil, the accrued and unpaid interest thereon was nil and the accrued and unpaid commitment fee thereon was $45,081.97, which is the unpaid principal, accrued and unpaid interest and accrued and unpaid commitment fee owed under this Note as of the open lose of business on the date of this Note. This Note contains the entire understanding between the Noteholder and the Borrower with respect to the transactions contemplated hereby and supersedes all other instruments, agreements and understandings between the Noteholder and the Borrower with respect to the subject matter of this Note.

Section 3. ***Place of Payment***. All payments will be made at Noteholder's address at Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697, Attention: Treasurer, or such other place as the Noteholder may from time to time appoint in writing.

Section 4. ***Payments***. The unpaid principal balance of this Note and any accrued and unpaid interest thereon shall be due and payable on the Final Payment Date. Prior to the Final Payment Date, any accrued and unpaid interest on an unpaid principal balance shall be paid in arrears quarterly on the last day of each March, June, September and December, commencing September 30, 2016. All payments on this Note shall be applied first to accrued and unpaid interest, next to accrued interest not yet payable and then to principal. If any payment of principal or interest on this Note shall become due on a day that is not a Business Day, such payment shall be made on the next succeeding Business Day and the payment shall be the amount owed on the original payment date.

Section 5. ***Prepayments***. This Note may be prepaid in part or in full at any time without penalty.

Section 6. ***Borrowings***. Prior to the Final Payment Date, Noteholder expressly authorizes Borrower to borrow, repay and re-borrow principal under this Note in increments of $100,000 on a daily basis so long as:

- the aggregate outstanding principal balance does not exceed $60,000,000.00; and
- no Event of Default has occurred and is continuing.

Notwithstanding anything else in this Note, in no event will Noteholder be required to lend money to Borrower under this Note and loans under this Note shall be at the sole and absolute discretion of Noteholder.

Section 7. ***Interest***. The unpaid principal balance of this Note shall bear interest at the rate per annum of the Prime Rate plus one percent (1.00%). In the event that an Event of Default occurs and is continuing, the unpaid principal amount shall bear interest from the Event of Default at the rate per annum of the Prime Rate plus four percent (4.00%) until such time as the Event of Default is cured. Accrued interest on the unpaid principal of this Note shall be computed on the basis of a 365- or 366-day year for actual days (including the first, but excluding the last day) elapsed, but in no event shall such computation result in an amount of accrued interest that would exceed accrued interest on the unpaid principal balance during the same period at the Maximum Rate. Notwithstanding anything to the contrary, this Note is expressly limited so that in no contingency or event whatsoever shall the amount paid or agreed to be paid to the Noteholder exceed the Maximum Rate. If, from any circumstances whatsoever, the Noteholder shall ever receive as interest an amount that would exceed the Maximum Rate, such amount that would be excessive interest shall be applied to the reduction of the unpaid principal balance and not to the payment of interest, and if the principal amount of this Note is paid in full, any remaining excess shall be paid to Borrower, and in such event, the Noteholder shall not be subject to any penalties provided by any laws for contracting for, charging, taking, reserving or receiving interest in excess of the highest lawful rate permissible under applicable law. All sums paid or agreed to be paid to Noteholder for the use, forbearance or detention of the indebtedness of the Borrower to Noteholder shall, to the extent permitted by applicable law, be amortized, prorated, allocated and spread throughout the full term of such indebtedness until payment in full of the principal (including the period of any renewal or extension thereof) so that the interest on account of such indebtedness shall not exceed the Maximum Rate. If at any time the Contract Rate is limited to the Maximum Rate, any subsequent reductions in the Contract Rate shall not reduce the rate of interest on this Note below the Maximum Rate until the total amount of interest accrued equals the amount of interest that would have accrued if the Contract Rate had not been limited by the Maximum Rate. In the event that, upon the Final Payment Date, the total amount of interest paid or accrued on this Note is less than the amount of interest that would have accrued if the Contract Rate had not been limited by the Maximum Rate, then at such time, to the extent permitted by law, in addition to the principal and any other amounts Borrower owes to the Noteholder, the Borrower shall pay to the Noteholder an amount equal to the difference between: (i) the lesser of the amount of interest that would have accrued if the Contract Rate had not been limited by the Maximum Rate or the amount of interest that would have accrued if the Maximum Rate had at all times been in effect; and (ii) the amount of interest actually paid on this Note.

Section 8. Fees and Expenses. On the last day of each March, June, September and December, commencing September 30, 2016, and on the Final Payment Date, Borrower shall pay to Noteholder the Unused Commitment Fee for such period, *provided*, *however*, Borrower will not owe any Unused Commitment Fee for any part of such period (prorated as applicable) that the Noteholder is a net borrower of money from the Borrower. In addition, Borrower and any guarantor jointly and severally agree to pay on the Final Payment Date to Noteholder any other cost or expense reasonably incurred by Noteholder in connection with Noteholder’s commitment to Borrower pursuant to the terms of this Note, including without limitation any other cost reasonably incurred by Noteholder pursuant to the terms of any credit facility of Noteholder.

Section 9. ***Remedy***. Upon the occurrence and during the continuation of an Event of Default, the Noteholder shall have all of the rights and remedies provided in the applicable Uniform Commercial Code, this Note or any other agreement among Borrower and in favor of the Noteholder, as well as those rights and remedies provided by any other applicable law, rule or regulation. In conjunction with and in addition to the foregoing rights and remedies of the Noteholder, the Noteholder may declare all indebtedness due under this Note, although otherwise unmatured, to be due and payable immediately without notice or demand whatsoever. All rights and remedies of the Noteholder are cumulative and may be exercised singly or concurrently. The failure to exercise any right or remedy will not be a waiver of such right or remedy.

Section 10. ***Right of Offset***. The Noteholder shall have the right of offset against amounts that may be due by the Noteholder now or in the future to Borrower against amounts due under this Note.

Section 11. ***Record of Outstanding Indebtedness***. The date and amount of each repayment of principal outstanding under this Note or interest thereon shall be recorded by Noteholder in its records. The principal balance outstanding and all accrued or accruing interest owed under this Note as recorded by Noteholder in its records shall be the best evidence of the principal balance outstanding and all accrued or accruing interest owed under this Note; *provided* that the failure of Noteholder to so record or any error in so recording or computing any such amount owed shall not limit or otherwise affect the obligations of the Borrower under this Note to repay the principal balance outstanding and all accrued or accruing interest.

Section 12. ***Waiver***. Borrower and each surety, endorser, guarantor, and other party now or subsequently liable for payment of this Note, severally waive demand, presentment for payment, notice of nonpayment, notice of dishonor, protest, notice of protest, notice of the intention to accelerate, notice of acceleration, diligence in collecting or bringing suit against any party liable on this Note, and further agree to any and all extensions, renewals, modifications, partial payments, substitutions of evidence of indebtedness, and the taking or release of any collateral with or without notice before or after demand by the Noteholder for payment under this Note.

Section 13. ***Costs and Attorneys’ Fees***. In addition to any other amounts payable to Noteholder pursuant to the terms of this Note, in the event the Noteholder incurs costs in collecting on this Note, this Note is placed in the hands of any attorney for collection, suit is filed on this Note or if proceedings are had in bankruptcy, receivership, reorganization, or other legal or judicial proceedings for the collection of this Note, Borrower and any guarantor jointly and severally agree to pay on demand to the Noteholder all expenses and costs of collection, including, but not limited to, reasonable attorneys’ fees incurred in connection with any such collection, suit, or proceeding, in addition to the principal and interest then due.

Section 14. ***Time of Essence***. Time is of the essence with respect to all of Borrower’s obligations and agreements under this Note.

Section 15. ***Jurisdiction and Venue***. THIS NOTE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE DOMESTIC LAWS OF THE STATE OF TEXAS, WITHOUT GIVING EFFECT TO ANY CHOICE OF LAW OR CONFLICT OF LAW PROVISION OR RULE (WHETHER OF THE STATE OF TEXAS OR ANY OTHER JURISDICTION) THAT WOULD CAUSE THE APPLICATION OF THE LAWS OF ANY JURISDICTION OTHER THAN THE STATE OF TEXAS. BORROWER CONSENTS TO JURISDICTION IN THE COURTS LOCATED IN DALLAS, TEXAS.

Section 16. ***Notice***. Any notice or demand required by this Note shall be deemed to have been given and received on the earlier of **(i)** when the notice or demand is actually received by the recipient or **(ii)** 72 hours after the notice is deposited in the United States mail, certified or registered, with postage prepaid, and addressed to the recipient. The address for giving notice or demand under this Note **(i)** to the Noteholder shall be the place of payment specified in **Section 3** or such other place as the Noteholder may specify in writing to the Borrower and **(ii)** to Borrower shall be the address below the Borrower's signature or such other place as the Borrower may specify in writing to the Noteholder.

Section 17. ***Amendment or Waiver of Provisions of this Note***. No amendment or waiver of any provision of this Note shall in any event be effective unless the same shall be in a writing referring to this Note and signed by the Borrower and the Noteholder. Such amendment or waiver shall be effective only in the specific instance and for the specific purpose for which given. No waiver of any of the provisions of this Note shall be deemed or shall constitute a waiver of any other provisions, whether or not similar, nor shall any waiver constitute a continuing waiver.

Section 18. ***Successors and Assigns***. All of the covenants, obligations, promises and agreements contained in this Note made by Borrower shall be binding upon its successors and permitted assigns, as applicable. Notwithstanding the foregoing, Borrower shall not assign this Note or its performance under this Note without the prior written consent of the Noteholder. Noteholder at any time may assign this Note without the consent of Borrower.

Section 19 ***Definitions.*** For purposes of this Note, the following terms shall have the following meanings:

(a) "***Basis Point***" shall mean 1/100th of 1 percent.

(b) "***Business Day***" shall mean any day banks are open in the state of Texas.

(c) "***Contract Rate***" means the amount of any interest (including fees, charges or expenses or any other amounts that, under applicable law, are deemed interest) contracted for, charged or received by or for the account of Noteholder.

(d) "***Event of Default***" wherever used herein, means any one of the following events:

(i) the Borrower fails to pay any amount due on this Note and/or any fees or sums due under or in connection with this Note after any such payment otherwise becomes due and payable and three Business Days after demand for such payment;

(ii) the Borrower otherwise fails to perform or observe any other provision contained in this Note and such breach or failure to perform shall continue for a period of thirty days after notice thereof shall have been given to the Borrower by the Noteholder;

(iii) a case shall be commenced against Borrower, or Borrower shall file a petition commencing a case, under any provision of the Federal Bankruptcy Code of 1978, as amended, or shall seek relief under any provision of any other bankruptcy, reorganization, arrangement, insolvency, readjustment of debt, dissolution or liquidation law of any jurisdiction, whether now or hereafter in effect, or shall consent to the filing of any petition against it under such law, or Borrower shall make an assignment for the benefit of its creditors, or shall admit in writing its inability to pay its debts generally as they become due, or shall consent to the appointment of a receiver, trustee or liquidator of Borrower or all or any part of its property; or

(iv) an event occurs that, with notice or lapse of time, or both, would become any of the foregoing Events of Default.

(e) "***Final Payment Date***" shall mean the earlier of:

- written demand by the Noteholder for payment of all or part of the unpaid principal, the accrued and unpaid interest thereon and the accrued and unpaid commitment fee thereon, but in any event no earlier than December 31, 2017; or
- acceleration as provided herein.

(f) "***Maximum Rate***" shall mean the highest lawful rate permissible under applicable law for the use, forbearance or detention of money.

(g) “***Prime Rate***” shall mean the fluctuating interest rate per annum in effect from time to time equal to the base rate on corporate loans as reported as the Prime Rate in the Money Rates column of *The Wall Street Journal* or other reliable source.

(h) “***Unused Commitment Amount***” for any period on after the date of this Note shall mean the average on each day of such period of the difference between (A) $60,000,000.00 and (B) the amount of the unpaid principal balance of this Note.

(i) “***Unused Commitment Fee***” shall mean the product of (A) 50 Basis Points per annum (pro rated to take into account that the fee is payable quarterly, or such shorter period if applicable) and (B) the Unused Commitment Amount.

BORROWER:

VALHI, INC.

By:

Gregory M. Swalwell
Executive Vice President, Chief Financial Officer and Chief Accounting Officer

Address:

5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240-2697

As of the date hereof, Kronos Worldwide, Inc., as the Noteholder, hereby agrees that this Note renews, replaces, amends and restates in its entirety each Prior Note (but shall not extinguish the obligations under each Prior Note, nor effect a novation thereof), and that the unpaid principal of nil, the accrued and unpaid interest thereon of nil and the accrued and unpaid commitment fee thereon of $45,081.97 that was owed under the Eighth Amended Note as of the close of business on August 2, 2016 are the unpaid principal, the accrued and unpaid interest thereon and the accrued and unpaid commitment fee thereon, respectively, owed under this Note as of the open of business on the date of this Note.

KRONOS WORLDWIDE, INC.

By:

Tim C. Hafer
Vice President and Controller

Exhibit 31.1

CERTIFICATION

I, Bobby D. O'Brien, certify that:

1) I have reviewed this quarterly report on Form 10-Q of Kronos Worldwide, Inc.;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2016

/s/ Bobby D. O'Brien
Bobby D. O'Brien
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Gregory M. Swalwell, certify that:

1) I have reviewed this quarterly report on Form 10-Q of Kronos Worldwide, Inc.;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5) The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 5, 2016

/s/ Gregory M. Swalwell

Gregory M. Swalwell
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Kronos Worldwide, Inc. (the Company) on Form 10-Q for the quarter ended June 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Bobby D. O'Brien, Chief Executive Officer of the Company, and I, Gregory M. Swalwell, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Bobby D. O'Brien
Bobby D. O'Brien
Chief Executive Officer

/s/ Gregory M. Swalwell
Gregory M. Swalwell
Chief Financial Officer

August 5, 2016

Note: The certification the registrant furnishes in this exhibit 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 Securities and Exchange Commission shall not incorporate this exhibit by reference, except as otherwise expressly stated in such filing.