

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities
Exchange Act of 1934

Date of Report (Date of the earliest event reported)
November 18, 2004

Kronos Worldwide, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

1-31763

76-0294959

(State or other
jurisdiction of
incorporation)

(Commission
File Number)

(IRS Employer
Identification
No.)

5430 LBJ Freeway, Suite 1700, Dallas, Texas

75240-2697

(Address of principal executive offices)

(Zip Code)

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

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act
(17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
(17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c))

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under
an Off-Balance Sheet Arrangement of a Registrant.

The registrant announced on November 18, 2004 the pricing of a euro 90
million private placement offering by Kronos International, Inc., a Delaware
corporation and a wholly owned subsidiary of the registrant ("KII"), of add-on
8.875% Senior Secured Notes due 2009 at the issue price of 107% plus accrued
interest from the issue date (the "Add-On Notes"), which is anticipated to be on
or about November 26, 2004. The Add-On Notes are being issued as an add-on to
KII's previously issued euro 285,000,000 aggregate principal amount of 8.875%
Senior Secured Notes due 2009.

For a description of the terms of, and collateral related to, the Add-On
Notes, please see:

- (1) the Indenture governing the 8.875% Senior Secured Notes due 2009,
dated as of June 28, 2002, between KII and The Bank of New York,
as trustee (which is incorporated herein by reference to Exhibit
4.1 to the Quarterly Report on Form 10-Q of NL Industries, Inc.
(File No. 1-640) for the quarter ended June 30, 2002 that was
filed on August 14, 2002 with the U.S. Securities and Exchange
Commission (the "Form 10-Q"));
- (2) Collateral Agency Agreement (shares of Kronos Limited), dated
June 28, 2002, among The Bank of New York, U.S. Bank, N.A. and
KII (which is incorporated herein by reference to Exhibit 4.6 to

the Form 10-Q);

- (3) Security Over Shares Agreement, dated June 28, 2002, between KII and The Bank of New York (which is incorporated herein by reference to Exhibit 4.7 to the Form 10-Q);
- (4) Pledge of Shares (shares in Kronos Denmark ApS), dated June 28, 2002, between KII and U.S. Bank, N.A. (which is incorporated herein by reference to Exhibit 4.8 to the Form 10-Q);
- (5) Pledge Agreement (shares in Societe Industrielle du Titane S.A.), dated June 28, 2002, between KII and U.S. Bank, N.A (which is incorporated herein by reference to Exhibit 4.9 to the Form 10-Q); and
- (6) Partnership Interest Pledge Agreement (relating to fixed capital contribution in Kronos Titan GmbH & Co.), dated June 28, 2002, between Kronos International, Inc. and U.S. Bank, N.A. (which is incorporated herein by reference to Exhibit 4.10 to the Form 10-Q).

Item 7.01 Regulation FD Disclosure.

Pursuant to Item 7.01 of this current report, the registrant hereby furnishes the information set forth in its press release issued on November 18, 2004, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information, including Exhibit 99.1, the registrant furnishes in under this Item 7.01 is not deemed "filed" for purposes of section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Registration statements or other documents filed with the U.S. Securities and Exchange Commission shall not incorporate this information by reference, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Item No. Exhibit Index

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- 4.1 Indenture governing the 8.875% Senior Secured Notes due 2009, dated as of June 28, 2002, between Kronos International, Inc. and The Bank of New York, as trustee (incorporated herein by reference to Exhibit 4.1 to the Quarterly Report on Form 10-Q of NL Industries, Inc. (File No. 1-640) for the quarter ended June 30, 2002 that was filed with the U.S. Securities and Exchange Commission on August 14, 2002).
 - 4.2 Form of certificate of 8.875% Senior Secured Note due 2009 (incorporated herein by reference to Exhibit A to Exhibit 4.1 to the Quarterly Report on Form 10-Q of NL Industries, Inc. (File No. 1-640) for the quarter ended June 30, 2002 that was filed with the U.S. Securities and Exchange Commission on August 14, 2002).
 - 4.3 Form of certificate of 8.875% Senior Secured Note due 2009 (incorporated herein by reference to Exhibit B to Exhibit 4.1 to the Quarterly Report on Form 10-Q of NL Industries, Inc. (File No. 1-640) for the quarter ended June 30, 2002 that was filed with the U.S. Securities and Exchange Commission on August 14, 2002).
 - 4.4 Collateral Agency Agreement, dated June 28, 2002, among The Bank of New York, U.S. Bank, N.A. and Kronos International, Inc. (which is incorporated herein by reference to Exhibit 4.6 to the Quarterly Report on Form 10-Q of NL Industries, Inc. (File No. 1-640) for the quarter ended June 30, 2002 that was filed with the U.S. Securities and Exchange Commission on August 14, 2002).
 - 4.5 Security Over Shares Agreement, dated June 28, 2002, between Kronos International, Inc. and The Bank of New York (which is incorporated herein by reference to Exhibit 4.7 to the Quarterly Report on Form 10-Q of NL Industries, Inc. (File No. 1-640) for the quarter ended June 30, 2002 that was filed with the U.S. Securities and Exchange Commission on August 14, 2002).
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N.A. (which is incorporated herein by reference to Exhibit 4.10 to the Quarterly Report on Form 10-Q of NL Industries, Inc. (File No. 1-640) for the quarter ended June 30, 2002 that was filed with the U.S. Securities and Exchange Commission on August 14, 2002).

99.1* Press Release dated November 18, 2004 issued by the registrant.

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* Filed herewith.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KRONOS WORLDWIDE, INC.
(Registrant)

By: /s/ Gregory M. Swalwell

Gregory M. Swalwell
Vice President, Finance and
Chief Financial Officer

Date: November 19, 2004

INDEX TO EXHIBITS

Exhibit No.	Description
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99.1*	Press Release dated November 18, 2004 issued by the registrant.

* Filed herewith.

KRONOS WORLDWIDE, INC.
Three Lincoln Centre
5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240-2697

Contact: Gregory M. Swalwell
Vice President, Finance and
Chief Financial Officer
(972) 233-1700

PRESS RELEASE

(LOGO GOES HERE)

FOR IMMEDIATE RELEASE

KRONOS WORLDWIDE, INC. ANNOUNCES PRICING OF EURO 90 MILLION
PRIVATE PLACEMENT OF ADD-ON
SENIOR SECURED NOTES BY ITS SUBSIDIARY
KRONOS INTERNATIONAL, INC.

DALLAS, TX - November 18, 2004 - Kronos Worldwide, Inc. (NYSE: KRO) today announced the pricing of a euro 90 million private placement offering by its wholly-owned subsidiary, Kronos International, Inc., of add-on 8.875% Senior Secured Notes due 2009 at the issue price of 107% plus accrued interest from the issue date, which is anticipated to be on or about November 26, 2004. Kronos International, Inc. conducts Kronos Worldwide's titanium dioxide pigments operations in Europe. It is expected that the net proceeds of the offering will be loaned to Kronos Worldwide.

The Notes are being issued as an add-on to Kronos International's previously issued euro 285,000,000 aggregate principal amount of 8.875% Senior Secured Notes due 2009.

The Notes will be sold to qualified institutional buyers in the United States in reliance on Rule 144A and to persons outside of the United States in reliance on Regulation S under the Securities Act of 1933, as amended. The Notes will not be registered under the Securities Act and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes in any state in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state.

The statements in this release relating to matters that are not historical facts are forward-looking statements that represent management's beliefs and assumptions based on currently available information. Forward-looking statements can be identified by the use of words such as "will," "anticipates," "expects," or comparable terminology or by discussions of strategy or trends. Although we believe that the expectations reflected in such forward-looking statements are reasonable, it cannot give any assurances that these expectations will prove to be correct. Such statements by their nature involve risks and uncertainties, including, but not limited to, global economic and political conditions, financial market conditions, changes in foreign currency exchange rates, operating interruptions (including, but not limited to, labor disputes, leaks, fires, explosions, unscheduled downtime, transportation interruptions, war and terrorist activities), and other risks and uncertainties detailed in our Securities and Exchange Commission filings. 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 publicly or revise such statements, whether as a result of new information, future events or otherwise.

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