

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)  
**October 28, 2010**

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

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

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

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

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

**75240-2697**  
(Zip Code)

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

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(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))
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**Item 7.01 Regulation FD Disclosure.**

The registrant hereby furnishes the information set forth in the press release issued on October 28, 2010, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Item No.</u>	<u>Exhibit Index</u>
99.1	Press release dated October 28, 2010 issued by the registrant.

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**SIGNATURE**

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

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

By:           /s/ A. Andrew R. Louis            
*A. Andrew R. Louis, Secretary*

Date: October 28, 2010

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INDEX TO EXHIBITS

**Item No.**

**Exhibit Index**

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99.1

Press release dated October 28, 2010 issued by the registrant.

**Kronos Worldwide, Inc.**  
Three Lincoln Centre  
5430 LBJ Freeway, Suite 1700  
Dallas, TX 75240-2697

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

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## News Release

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FOR IMMEDIATE RELEASE



### ***KRONOS WORLDWIDE ANNOUNCES SALE OF COMMON STOCK***

DALLAS, TEXAS...October 28, 2010... Kronos Worldwide, Inc. (NYSE: KRO) today announced the pricing of a public offering of 7.8 million shares of its common stock at a price of \$40.00 per share. The Company also granted the underwriters an option to purchase up to an additional 1.17 million shares of common stock to cover over-allotments, if any. Subject to customary closing conditions, the offering is expected to close on or about November 2, 2010.

The estimated net proceeds to the Company from the offering, before giving effect to any exercise of the underwriters' over-allotment option, are expected to be \$293.5 million after deducting the underwriting discount and estimated offering expenses payable by the Company. The Company intends to use the net proceeds of this offering for general corporate purposes, which may include possible acquisitions of additional TiO<sub>2</sub> facilities that may become available in the future.

Wells Fargo Securities, LLC, Deutsche Bank Securities Inc. and Stephens Inc. are acting as joint book running managers for the offering, and BB&T Capital Markets, a division of Scott & Stringfellow, LLC, and Oppenheimer & Co. Inc. are co-managers of the offering.

This press release shall neither constitute an offer to sell nor a solicitation of an offer to buy nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or other jurisdiction. Copies of the prospectus relating to this offering may be obtained from Wells Fargo Securities LLC, Attention: Equity Securities Department, 375 Park Avenue, New York, New York 10152, or by calling toll-free (800) 326-5897 or e-mailing a request to [equity.syndicate@wellsfargo.com](mailto:equity.syndicate@wellsfargo.com); Deutsche Bank Securities Inc., Attention: Prospectus Department, 100 Plaza One, Jersey City, New Jersey 07311, or by calling toll-free (800) 503-4611 or e-mailing a request to [prospectus.cpdg@db.com](mailto:prospectus.cpdg@db.com); and S tephens Inc., Attention: Equity Syndicate, 111 Center Street, Little Rock, Arkansas 72201, or by calling toll free (800) 643-9691 or emailing a request to [syndicatedg@stephens.com](mailto:syndicatedg@stephens.com).

Statements in this release which are not historical facts are "forward looking" statements and "safe harbor statements" within the meaning of Section 21E of the U.S. Securities Exchange Act of 1934, as amended, and other related laws that involve risks and/or uncertainties, including risks and/or uncertainties as described in the Company's public filings with the Securities and Exchange Commission. We have based those forward-looking statements on management's current expectations and assumptions and not on historical facts. Examples of these statements include, but are not limited to, statements regarding the Company's expectations as to the common stock offering. These forward-looking statements involve a number of risks and uncertainties. Among the important factors that could cause actual results to differ materially from those indicated in such forward-looking statements include market conditions for corporate debt and equity generally, for the securities of similar companies and for the Company's common stock in particular. In providing forward-looking statements, the Company is not undertaking any duty or obligation to update these statements publicly as a result of new information, future events or otherwise except as required by law.

Kronos Worldwide, Inc. is a major international producer of titanium dioxide products (TiO<sub>2</sub>).