

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)
May 12, 2011

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

(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 5.07 Submission of Matters to a Vote of Security Holders.

The registrant held its 2011 annual meeting of stockholders on May 12, 2011. At the 2011 annual meeting, the registrant's stockholders voted on the four proposals described in detail in the registrant's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on March 31, 2011. Stockholders present at the 2011 annual meeting, either in person or by proxy, represented 97.1% of the 57,947,549 shares eligible to vote at the meeting.

PROPOSAL 1: ELECTION OF DIRECTORS

The registrant's stockholders re-elected Mr. Keith R. Coogan, Mr. Cecil H. Moore, Jr., Mr. George E. Poston, Mr. Glenn R. Simmons, Mr. Harold C. Simmons, Dr. R. Gerald Turner and Mr. Steven L. Watson as directors. Each director nominee received votes "For" his re-election from at least 88.5% of the shares eligible to vote at the annual meeting.

PROPOSAL 2: SAY-ON-PAY, NONBINDING ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION

The registrant's stockholders approved an amendment to the registrant's certificate of incorporation to, among other things, increase the authorized shares of common stock to 240,000,000. The amendment received the approval from 88.9% of the shares eligible to vote at the annual meeting.

PROPOSAL 3: SAY-ON-PAY, NONBINDING ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION

The registrant's stockholders adopted a resolution, on a nonbinding advisory basis, approving the compensation of the registrant's named executive officers as described in the registrant's 2011 proxy statement. The resolution received the approval from 94.5% of the shares eligible to vote at the annual meeting.

PROPOSAL 4: SAY-WHEN-ON-PAY, NONBINDING ADVISORY VOTE ON THE PREFERRED FREQUENCY OF EXECUTIVE COMPENSATION VOTES

The registrant's stockholders voted, on a nonbinding advisory basis, on the preferred frequency of every year, every other year or every third year for future advisory votes on the named executive officer compensation as disclosed pursuant to the compensation disclosure rules of the U.S. Securities and Exchange Commission. An annual vote on such named executive officer compensation received the vote of 93.1% of the shares eligible to vote at the annual meeting. In light of the results of this nonbinding advisory vote, the registrant currently intends in the future to hold an annual nonbinding advisory vote on such named executive officer compensation.

Item 7.01 Regulation FD Disclosure.

The registrant hereby furnishes the information set forth in the press release issued on May 12, 2011, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information, including the exhibit, 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>
3.1*	Restated First Amended and Restated Certificate of Incorporation of Kronos Worldwide, Inc., as amended on May 12, 2011
99.1	Press release dated May 12, 2011 issued by the registrant.

* This Restated First Amended and Restated Certificate of Incorporation of Kronos Worldwide, Inc., as amended on May 12, 2011, is restated for the purposes of the disclosure requirements of Item 601 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission and does not represent a restated certificate of incorporation that has been filed with the Delaware Secretary of State.

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: May 12, 2011

INDEX TO EXHIBITS

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**RESTATED
FIRST AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
AS AMENDED ON MAY 12, 2011**

OF

KRONOS WORLDWIDE, INC.

**ARTICLE I.
NAME**

The name of the corporation is KRONOS WORLDWIDE, INC. (the "Corporation").

**ARTICLE II.
REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the state of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, city of Wilmington, county of New Castle, state of Delaware 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

**ARTICLE III.
PURPOSE**

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful business, act or activity for which corporations may be organized under the General Corporation Law of the state of Delaware as it may be amended from time to time (the "DGCL").

**ARTICLE IV.
AUTHORIZED STOCK**

Section 4.1. Authorized Stock. The total number of shares of stock that the Corporation shall have authority to issue is 240,100,000 shares, consisting of 240,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), and 100,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

Section 4.2 Common Stock. The rights of the holders of common stock shall be subject to the rights of holders of Preferred Stock and any other applicable provisions of this certificate of incorporation.

Section 4.3 Preferred Stock. The board of directors is expressly authorized, at any time and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series with such designations, preferences and relative, participating, optional or other special rights, and such qualifications, limitations or restrictions thereof, as shall be expressed in the resolution or resolutions providing for the issuance thereof adopted by the board of directors and as are not inconsistent with this certificate of incorporation or any amendment hereto, and as may be permitted by the DGCL.

Section 4.4 Record Holders. The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

**ARTICLE V.
EXISTENCE**

The Corporation is to have perpetual existence.

**ARTICLE VI.
BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to adopt, amend or repeal the bylaws or adopt new bylaws.

**ARTICLE VII.
MEETINGS OF STOCKHOLDERS
BOOKS OF CORPORATION
ELECTION OF DIRECTORS**

Meetings of stockholders may be held within or without the state of Delaware, as the bylaws of the Corporation may provide. The books of the Corporation may be kept outside the state of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the Corporation. Election of directors need not be by written ballot unless the bylaws of the Corporation so provide.

**ARTICLE VIII.
INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by law, indemnify any and all officers and directors of the Corporation, and may, to the fullest extent permitted by law or to such lesser extent as is determined in the discretion of the board of directors, indemnify all other persons from and against all expenses, liabilities or other matters and advance expenses to all persons whom it shall have the power to indemnify.

**ARTICLE IX.
DIRECTOR LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for such liability as is expressly not subject to limitation under the Delaware General Corporation Law, as the same exists or may hereafter be amended to further limit or eliminate such liability. Any repeal or modification of this ARTICLE by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE X.
CERTAIN BUSINESS COMBINATIONS**

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the state of Delaware.

**ARTICLE XI.
SETTLEMENTS WITH CREDITORS OR STOCKHOLDERS**

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the state of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

**ARTICLE XII.
AMENDMENT**

The Corporation shall have the right, subject to any express provisions or restrictions contained in this certificate of incorporation or bylaws of the Corporation, from time to time, to amend this certificate of incorporation or any provision thereof in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by this certificate of incorporation or any amendment thereof are conferred subject to such right.

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

News Release

FOR IMMEDIATE RELEASE



**KRONOS WORLDWIDE, INC. ANNOUNCES
POST-STOCK SPLIT QUARTERLY CASH DIVIDEND AND
RESULTS OF ANNUAL STOCKHOLDER MEETING**

DALLAS, TEXAS – May 12, 2011 – Kronos Worldwide, Inc. (NYSE: KRO) announced that its board of directors has declared a regular quarterly dividend of fifteen cents per post-stock split share of its common stock, payable on June 23, 2011 to stockholders of record at the close of business on June 10, 2011. The record date for the quarterly cash dividend is after the May 20, 2011 distribution date of the previously announced 2-for-1 stock split, whereby each stockholder will receive one additional share for each share held of record as of the close of business on May 13, 2011.

Kronos Worldwide also announced that at its annual stockholder meeting held today its stockholders had:

- re-elected each of Cecil H. Moore, Jr., Keith R. Coogan, George E. Poston, Glenn R. Simmons, Harold C. Simmons, R. Gerald Turner and Steven L. Watson as a director for a one year term;
- approved an amendment to its certificate of incorporation that, among other things, increased the authorized shares of common stock to 240 million;
- adopted a resolution that approved, on a nonbinding advisory basis, the compensation of its named executive officers as disclosed in the proxy statement for the 2011 annual meeting; and
- approved, on a nonbinding advisory basis, an annual nonbinding advisory vote on named executive officer compensation as such compensation is disclosed pursuant to the compensation disclosure rules of the U.S. Securities and Exchange Commission.

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

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