

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 5, 2008

**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 2.02 Results of Operations and Financial Condition.**

**Item 7.01 Regulation FD Disclosure.**

The registrant hereby furnishes the information set forth in its press release issued on May 5, 2008, 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>
99.1	Press release dated May 5, 2008 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.

**VALHI, INC.**  
(Registrant)

By: /s/ Gregory M. Swalwell  
*Gregory M. Swalwell, Vice President and Controller*

Date: May 5, 2008

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INDEX TO EXHIBITS

**Item No.**

**Exhibit Index**

99.1

Press release dated May 5, 2008 issued by the registrant.

**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

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## Press Release

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**FOR IMMEDIATE RELEASE**

### ***KRONOS WORLDWIDE REPORTS FIRST QUARTER RESULTS***

DALLAS, TEXAS...May 5, 2008...Kronos Worldwide, Inc. (NYSE:KRO) today reported a net loss for the first quarter of 2008 of \$4 million, or \$.01 per diluted share, compared with net income of \$12.9 million, or \$.26 per diluted share, in the first quarter of 2007. Net sales of \$332.5 million in the first quarter of 2008 were \$18.5 million, or 6%, higher than the first quarter of 2007 due primarily to the net effect of favorable fluctuations in foreign currency exchange rates, which increased sales by approximately \$20 million, and higher sales volumes, partially offset by lower average TiO<sub>2</sub> selling prices. The Company's average selling prices were 4% lower in the first quarter of 2008 as compared to the first quarter of 2007. The table at the end of this press release shows how each of these items impacted the overall increase in sales.

The Company's TiO<sub>2</sub> segment profit (see description of non-GAAP information below) for the first quarter of 2008 was \$11.7 million compared with \$31.1 million in the first quarter of 2007. First quarter segment profit declined due primarily to lower average TiO<sub>2</sub> selling prices, higher raw material and energy costs, and the unfavorable effects of fluctuations in foreign currency exchange rates, which decreased segment profit by approximately \$7 million. The decline in segment profit was partially offset by the positive effects of higher TiO<sub>2</sub> sales volumes.

The Company's first quarter 2008 TiO<sub>2</sub> sales volumes increased 2% from the first quarter of 2007, as higher sales volumes in export markets more than offset the impact of lower volumes in Europe. The Company's TiO<sub>2</sub> production volumes were 1% lower in the first quarter of 2008 as compared to the first quarter of 2007, with operating rates at near full capacity in both periods. TiO<sub>2</sub> sales volume in the first quarter of 2008 was a new record for a first quarter. Finished goods inventories at March 31, 2008, representing approximately 2 months of average sales, were higher compared to December 31, 2007 levels.

The statements in this release relating to matters that are not historical facts are forward-looking statements that represent management's beliefs and assumptions based on currently available information. Although the Company believes 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 substantial risks and uncertainties that could significantly impact expected results, and actual future results could differ materially from those described in such forward-looking statements. While it is not possible to identify all factors, the Company continues to face many risks and uncertainties. The factors that could cause actual future results to differ materially include, but are not limited to, the following:

- Future supply and demand for the Company's products,
- The extent of the dependence of certain of the Company's businesses on certain market sectors,
- The cyclical nature of the Company's businesses,
- Customer inventory levels (such as the extent to which the Company's customers may, from time to time, accelerate purchases of TiO<sub>2</sub> in advance of anticipated price increases or defer purchases of TiO<sub>2</sub> in advance of anticipated price decreases),
- Changes in raw material and other operating costs (such as energy costs),
- The possibility of labor disruptions,
- 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<sub>2</sub>),
- Competitive products and substitute products,
- Customer and competitor strategies,
- Potential consolidation of our competitors
- The impact of pricing and production decisions,
- Competitive technology positions,
- The introduction of trade barriers,
- Fluctuations in currency exchange rates (such as changes in the exchange rate between the U.S. dollar and each of the euro, the Norwegian kroner and the Canadian dollar),
- Operating interruptions (including, but not limited to, labor disputes, leaks, natural disasters, fires, explosions, unscheduled or unplanned downtime and transportation interruptions),
- The timing and amounts of insurance recoveries,
- The ability of the Company to renew or refinance credit facilities,
- The ultimate outcome of income tax audits, tax settlement initiatives or other tax matters,
- The ultimate ability to utilize income tax attributes or changes in income tax rates related to such attributes, the benefit of which has been recognized under the more-likely-than-not recognition criteria,
- Environmental matters (such as those requiring emission and discharge standards for existing and new facilities),
- Government laws and regulations and possible changes therein,
- The ultimate resolution of pending litigation, and
- Possible future litigation.

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

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

- The Company discloses segment profit, which is used by the Company's management to assess the performance of the Company's TiO<sub>2</sub> operations. The Company believes disclosure of segment profit provides useful information to investors because it allows investors to analyze the performance of the Company's TiO<sub>2</sub> operations in the same way that the Company's management assesses performance. The Company defines segment profit as income before income taxes, interest expense and certain general corporate items. Corporate items excluded from the determination of segment profit include corporate expense and interest income not attributable to the Company's TiO<sub>2</sub> operations.

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

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

	<u>Three months ended March 31,</u>	
	<u>2007</u>	<u>2008</u>
Net sales	\$ 314.0	\$ 332.5
Cost of sales	<u>243.6</u>	<u>275.4</u>
Gross margin	70.4	57.1
Selling, general and administrative expense	39.4	43.3
Other operating income (expense):		
Currency transactions, net	(.1)	(2.5)
Other expense, net	(.2)	-
Corporate expense	<u>(1.4)</u>	<u>(1.6)</u>
Income from operations	29.3	9.7
Other income (expense):		
Trade interest income	.4	.4
Other interest income	.2	-
Interest expense	<u>(9.5)</u>	<u>(10.6)</u>
Income (loss) before income taxes	20.4	(.5)
Provision for income taxes (benefit)	<u>7.5</u>	<u>(.1)</u>
Net income (loss)	<u>\$ 12.9</u>	<u>\$ (.4)</u>
Net income (loss) per basic and diluted share	<u>\$ .26</u>	<u>\$ (.01)</u>
Basic and diluted weighted-average shares	49.0	49.0
	used in the calculation of net income per share	
TiO <sub>2</sub> data – metric tons in thousands:		
Sales volumes	125	127
Production volumes	133	132

**KRONOS WORLDWIDE, INC.**  
**RECONCILIATION OF SEGMENT PROFIT TO**  
**INCOME FROM OPERATIONS**  
(In millions)  
(Unaudited)

	<b>Three months ended March 31,</b>	
	<b>2007</b>	<b>2008</b>
Segment profit	\$ 31.1	\$ 11.7
Adjustments:		
Trade interest income	(.4)	(.4)
Corporate expense	(1.4)	(1.6)
	\$ 29.3	\$ 9.7
Income from operations	\$ 29.3	\$ 9.7

**IMPACT OF PERCENTAGE CHANGE IN SALES**  
(Unaudited)

	<b>Three months ended March 31, 2008 vs. 2007</b>
Percent change in sales:	
TiO <sub>2</sub> product pricing	(4)%
TiO <sub>2</sub> sales volume	2%
TiO <sub>2</sub> product mix	1%
Changes in foreign currency exchange rates	7%
Total	6%