

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 earliest event reported): November 7, 2019**

**Kronos Worldwide, Inc.**  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

1-31763  
(Commission  
File Number)

76-0294959  
(I.R.S. Employer  
Identification No.)

**5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2620**  
(Address of Principal Executive Offices, and 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. below):

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	KRO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The registrant hereby furnishes the information set forth in its press release entitled “Kronos Worldwide Reports Third Quarter 2019 Results” that the registrant issued on November 7, 2019, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The press release the registrant furnishes as Exhibit 99.1 to this current 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 7.01 Regulation FD Disclosure.**

The registrant hereby furnishes the information set forth in its press release issued on November 7, 2019, a copy of which is attached as Exhibit 99.1 and incorporated herein by reference.

The information, including the exhibit, the registrant furnishes in this report under this Item 7.01, and the exhibit in Item 9.01, 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.**

(d) Exhibits

<u>Item No.</u>	<u>Exhibit Index</u>
99.1	<a href="#"><u>Press release dated November 7, 2019 issued by the registrant.</u></a>

**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)

Date: November 7, 2019

By: /s/ James W. Brown  
*James W. Brown,*  
*Senior Vice President and Chief Financial Officer*

## **News Release**

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### FOR IMMEDIATE RELEASE



### ***KRONOS WORLDWIDE REPORTS THIRD QUARTER 2019 RESULTS***

DALLAS, TEXAS...November 7, 2019... Kronos Worldwide, Inc. (NYSE:KRO) today reported net income of \$17.9 million, or \$.16 per share, in the third quarter of 2019 compared to net income of \$32.6 million, or \$.28 per share, in the third quarter of 2018. For the first nine months of 2019, Kronos Worldwide reported net income of \$77.7 million, or \$.67 per share, compared to net income of \$181.0 million, or \$1.56 per share in the first nine months of 2018. We reported lower net income in the 2019 periods primarily due to lower income from operations resulting from the effects of lower average selling prices and higher raw materials and other production costs partially offset by higher sales volumes as discussed below.

Net sales of \$437.4 million in the third quarter of 2019 were \$27.1 million, or 7%, higher than in the third quarter of 2018. Net sales of \$1.4 billion in the first nine months of 2019 were \$45.9 million, or 3%, higher than in the first nine months of 2018. Net sales increased in 2019 due to the net effect of lower average TiO<sub>2</sub> selling prices and higher sales volumes. The Company's average TiO<sub>2</sub> selling prices were 5% lower in the third quarter of 2019 as compared to the third quarter of 2018 and 7% lower in the first nine months of 2019 as compared to the same prior year period. Our average TiO<sub>2</sub> selling prices at the end of the third quarter of 2019 were 2% higher than at the end of the second quarter of 2019 and comparable to the end of 2018. TiO<sub>2</sub> sales volumes were 17% higher in the third quarter of 2019 and 16% higher in the first nine months of 2019 as compared to the same prior year periods primarily due to higher sales in all major markets. Fluctuations in currency exchange rates (primarily the euro) also affected net sales comparisons, decreasing net sales by approximately \$9 million in the third quarter of 2019 and approximately \$41 million in the first nine months of 2019 as compared to the same periods in 2018. The table at the end of this press release shows how each of these items impacted net sales.

The Company's TiO<sub>2</sub> segment profit (see description of non-GAAP information below) in the third quarter of 2019 was \$36.8 million as compared to \$61.7 million in the third quarter of 2018. For the year-to-date period, the Company's segment profit was \$141.2 million as compared to \$297.7 million in the first nine months of 2018. Segment profit decreased in the 2019 periods as the unfavorable effects of lower average TiO<sub>2</sub> selling prices and higher raw materials and other production costs more than offset the favorable impact of higher sales volumes. Kronos' TiO<sub>2</sub> production volumes were 4% higher in the third quarter of 2019 and 1% higher in the first nine months of 2019 as compared to the same periods in 2018. We operated our production facilities at overall average capacity utilization rates of 97% in the first nine months of 2019 (97% in each of the first, second and third quarters of 2019) compared to 95% in 2018 (95%, 97% and 92% in the first, second and third quarters of 2018, respectively). Fluctuations in currency exchange rates also affected segment profit comparisons, which increased segment profit by approximately \$6 million in the third quarter of 2019 and by approximately \$5 million in the year-to-date 2019 period as compared to the same periods in 2018.

The Company's net income before income taxes, interest expense and depreciation and amortization expense ("EBITDA") (see description of non-GAAP information below) in the third quarter of 2019 was \$40.6 million compared to EBITDA of \$64.0 million in the third quarter of 2018. For the first nine months of 2019, the Company's EBITDA was \$156.6 million compared to \$308.1 million in the first nine months of 2018.

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 our products
- The extent of the dependence of certain of our businesses on certain market sectors
- The cyclical nature 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<sub>2</sub>)
- 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 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, including future tax reform
- Our ability to utilize income tax attributes, the benefits of which may or 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 including new environmental health and safety regulations
- 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. 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; and
- The Company discloses EBITDA, which is also used by the Company's management to assess the performance of the Company's TiO<sub>2</sub> operations. The Company believes disclosure of EBITDA 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 EBITDA as net income before income taxes, interest expense and depreciation and amortization expense.

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

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

	Three months ended September 30,		Nine months ended September 30,	
	2018	2019	2018	2019
Net sales	\$ 410.3	\$ 437.4	\$ 1,312.5	\$ 1,358.4
Cost of sales	291.2	349.7	846.8	1,051.9
Gross margin	119.1	87.7	465.7	306.5
Selling, general and administrative expense	57.3	56.9	173.7	172.5
Other operating income (expense):				
Currency transactions, net	(.6)	5.8	4.2	5.6
Other income, net	.2	-	.4	.6
Corporate expense	(3.3)	(3.5)	(11.1)	(11.6)
Income from operations	58.1	33.1	285.5	128.6
Other income (expense):				
Trade interest income	.3	.2	1.1	1.0
Other interest and dividend income	1.2	1.2	2.6	4.2
Marketable equity securities	(4.3)	(1.9)	(6.7)	(1)
Other components of net periodic pension and OPEB cost	(3.7)	(3.8)	(11.3)	(11.4)
Interest expense	(4.9)	(4.6)	(14.7)	(14.1)
Income before income taxes	46.7	24.2	256.5	108.2
Income tax expense	14.1	6.3	75.5	30.5
Net income	\$ 32.6	\$ 17.9	\$ 181.0	\$ 77.7
Net income per basic and diluted share	\$ .28	\$ .16	\$ 1.56	\$ .67
Weighted average shares used in the calculation of net income per share	115.9	115.7	115.9	115.8
TiO <sub>2</sub> data - metric tons in thousands:				
Sales volumes	123	144	385	445
Production volumes	131	136	400	406

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

	Three months ended September 30,		Nine months ended September 30,	
	2018	2019	2018	2019
Income from operations	\$ 58.1	\$ 33.1	\$ 285.5	\$ 128.6
Adjustments:				
Trade interest income	.3	.2	1.1	1.0
Corporate expense	3.3	3.5	11.1	11.6
Segment profit	<u>\$ 61.7</u>	<u>\$ 36.8</u>	<u>\$ 297.7</u>	<u>\$ 141.2</u>

RECONCILIATION OF NET INCOME TO EBITDA  
(In millions)  
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2018	2019	2018	2019
Net income	\$ 32.6	\$ 17.9	\$ 181.0	\$ 77.7
Adjustments:				
Depreciation expense	12.4	11.8	36.9	34.3
Interest expense	4.9	4.6	14.7	14.1
Income tax expense	14.1	6.3	75.5	30.5
EBITDA	<u>\$ 64.0</u>	<u>\$ 40.6</u>	<u>\$ 308.1</u>	<u>\$ 156.6</u>

IMPACT OF PERCENTAGE CHANGE IN NET SALES  
(Unaudited)

	Three months ended September 30, 2019 vs. 2018		Nine months ended September 30, 2019 vs. 2018	
Percentage change in net sales:				
TiO <sub>2</sub> product pricing	(5)%		(7)%	
TiO <sub>2</sub> sales volumes	17		16	
TiO <sub>2</sub> product mix/other	(3)		(3)	
Changes in currency exchange rates	<u>(2)</u>		<u>(3)</u>	
Total	<u>7 %</u>		<u>3 %</u>	