

NL INDUSTRIES INC
Form 8-K
March 26, 2009

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)
March 20, 2009

NL Industries, Inc.
(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction of
incorporation)

1-640
(Commission
File Number)

13-5267260
(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))

Item 8.01

Other Events

With respect to a waiver granted on March 20, 2009 by the lenders participating in a revolving credit facility of which certain subsidiaries of Kronos International, Inc (“KII”) are borrowers (the “Borrowers”), the registrant hereby incorporates by reference the information set forth under Item 8.01 of the Current Report on Form 8-K that KII (Commission File No. 333-100047) filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 26, 2009.

KII is a wholly owned subsidiary of Kronos Worldwide, Inc. (“Kronos Worldwide”). The registrant directly owns 36.0% of the outstanding shares of common stock, par value \$0.01 per share, of Kronos Worldwide, and accounts for its investment in Kronos Worldwide by the equity method of accounting.

The incorporated information includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statement incorporated into this report that is not a statement of historical fact may be deemed to be a forward-looking statement. Although the registrant believes the expectations reflected in such forward-looking statements are reasonable, it cannot give 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. It is not possible to identify all of the risks and uncertainties the registrant or KII face that could cause actual results to differ materially from those incorporated into this report. These risks and uncertainties include without limitation, the future conditions in the credit markets, the results of negotiations with the lenders participating in the credit facility of which certain of KII’s subsidiaries are borrowers, the future liquidity of KII and its affiliates and the significant risk factors set forth in the registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2008 that the registrant filed with the SEC effective March 12, 2009. 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 expected. The registrant disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of changes in information, future events or otherwise.

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: March 26, 2009

By: John A. St. Wrba
John A. St. Wrba
Vice President and Treasurer