

Edgar Filing: NL INDUSTRIES INC - Form 8-K/A

NL INDUSTRIES INC  
Form 8-K/A  
October 27, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A  
(Amendment No. 1)

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)  
September 24, 2004

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		

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))

The Registrant hereby amends Item 9.01 of this Current Report on Form 8-K to provide the financial statements required by Item 9.01(a) and Item 9.01(b) and Exhibit 23.1.

## Edgar Filing: NL INDUSTRIES INC - Form 8-K/A

### Item 9.01 Financial Statements and Exhibits.

#### (a) Financial statements of businesses acquired.

The audited consolidated financial statements of CompX International Inc. included in CompX's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 1-13905) are included herein as Exhibit 99.4.

The unaudited consolidated financial statements of CompX International Inc. included in CompX's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 (File no. 1-13905) are included herein as Exhibit 99.6.

#### (b) Pro forma financial information.

The Unaudited Pro Forma Condensed Consolidated Financial Statements of NL Industries, Inc. are included herein as Exhibit 99.5

#### (c) Exhibits.

Item No.	Exhibit Index
10.1*	Stock Purchase Agreement dated September 24, 2004 between Valhi, Inc. and Valcor, Inc., as sellers, and NL Industries, Inc. as purchaser. The disclosure schedule attachment to this Exhibit 10.1 has not been filed; upon request, the registrant will furnish supplementally to the Securities and Exchange Commission a copy of this attachment.
10.2*	Promissory Note dated September 24, 2004 in the original principal amount of \$31,422,500.00 payable to the order of NL Industries, Inc. and executed by Kronos Worldwide, Inc.
23.1**	Consent of PricewaterhouseCoopers LLP.
99.1*	Promissory Note dated September 24, 2004 in the original principal amount of \$162,500,000.00 payable to the order of Valcor, Inc. and executed by Kronos Worldwide, Inc.
99.2*	Promissory Note dated September 24, 2004 in the original principal amount of \$6,077,500.00 payable to the order of Valhi, Inc. and executed by Kronos Worldwide, Inc.
99.3*	Press release jointly issued by Valhi, Inc. and NL Industries, Inc. on September 24, 2004.
99.4**	Audited consolidated financial statements of CompX International Inc. - incorporated by reference to CompX's Annual Report on Form 10-K (File No. 1-13905) for the year ended December 31, 2003.
99.5**	Unaudited Pro Forma Condensed Consolidated Financial Statements of NL Industries, Inc.

Edgar Filing: NL INDUSTRIES INC - Form 8-K/A

99.6\*\* Unaudited consolidated financial statements of CompX International Inc. - incorporated by reference to CompX's Quarterly Report on Form 10-Q (File No. 1-13905) for the quarter ended June 30, 2004.

\* Previously filed.

\*\* Filed herewith.

(d) 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.

NL Industries, Inc.  
(Registrant)

By: /s/ Gregory M. Swalwell  
-----  
Gregory M. Swalwell  
Vice President, Finance and  
Chief Financial Officer

Date: October 27, 2004

INDEX TO EXHIBITS

Item No.	Exhibit Index
-----	-----
10.1*	Stock Purchase Agreement dated September 24, 2004 between Valhi, Inc. and Valcor, Inc., as sellers, and NL Industries, Inc. as purchaser. The disclosure schedule attachment to this Exhibit 10.1 has not been filed; upon request, the registrant will furnish supplementally to the Securities and Exchange Commission a copy of this attachment.
10.2*	Promissory Note dated September 24, 2004 in the original principal amount of \$31,422,500.00 payable to the order of NL Industries, Inc. and executed by Kronos Worldwide, Inc.
23.1**	Consent of PricewaterhouseCoopers LLP.

## Edgar Filing: NL INDUSTRIES INC - Form 8-K/A

- 99.1\* Promissory Note dated September 24, 2004 in the original principal amount of \$162,500,000.00 payable to the order of Valcor, Inc. and executed by Kronos Worldwide, Inc.
- 99.2\* Promissory Note dated September 24, 2004 in the original principal amount of \$6,077,500.00 payable to the order of Valhi, Inc. and executed by Kronos Worldwide, Inc.
- 99.3\* Press release jointly issued by Valhi, Inc. and NL Industries, Inc. on September 24, 2004.
- 99.4\*\* Audited consolidated financial statements of CompX International Inc. - incorporated by reference to CompX's Annual Report on Form 10-K (File No. 1-13905) for the year ended December 31, 2003.
- 99.5\*\* Unaudited Pro Forma Condensed Consolidated Financial Statements of NL Industries, Inc.
- 99.6\*\* Unaudited consolidated financial statements of CompX International Inc. - incorporated by reference to CompX's Quarterly Report on Form 10-Q (File No. 1-13905) for the quarter ended June 30, 2004.

\* Previously filed.

\*\* Filed herewith.