

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

July 28, 1994

(Date of Report, date of earliest event reported)

VALHI, INC.

(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-5467 (Commission File Number)	87-0110150 (IRS Employer Identification No.)
------------------------------------------------------------------	---------------------------------------	-------------------------------------------------------

5430 LBJ Freeway, Suite 1700, Dallas, TX (Address of principal executive offices)	75240-2697 (Zip Code)
--------------------------------------------------------------------------------------	--------------------------

(214) 233-1700

(Registrant's telephone number, including area code)

Not applicable

(Former name or address, if changed since last report)

Item 5: Other Events

On July 28, 1994, the Registrant issued the press release attached hereto as Exhibit 99.1 which is incorporated herein by reference.

Item 7: Financial Statements, Pro Forma Financial Information
and Exhibits

(c) Exhibit

Item No.	Exhibit Index
99.1	Press release dated July 28, 1994 issued by the Registrant

SIGNATURES

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/ Steven L. Watson
Steven L. Watson
Vice President & Secretary

Date: July 28, 1994

VALHI REPORTS IMPROVED EARNINGS

DALLAS, TEXAS . . July 28, 1994 . . Valhi, Inc. (NYSE:VHI) reported net income of \$3 million, or \$.03 per share, for the second quarter of 1994, a \$10 million improvement from the net loss of \$7.1 million, or \$.06 per share, in the comparable 1993 period. Valhi's net income for the first six months of 1994 was \$2.3 million, or \$.02 per share, almost \$70 million better than the net loss of \$67.4 million, or \$.59 per share, reported for the first half of 1993. Improved results attributable to the Company's interest in NL Industries' (NYSE: NL) chemicals operations were a major factor in the higher 1994 earnings.

Operating income increased 33% to \$28.6 million in the second quarter on a 9% increase in sales to \$211 million. For the first half of 1994, operating income was up 24% to \$47.2 million as sales increased 10% to \$400 million. The improvements in sales, earnings and margins were driven in large part by higher volumes in the Company's refined sugar, forest products and hardware products segments. Average sugar prices during the first half of 1994 were comparable to first half 1993 averages, while earnings of the Company's forest products segment were enhanced by higher average selling prices for its principal product, medium density fiberboard. In the fast food segment, results comparable to last year were achieved despite a slightly lower average number of stores.

NL's chemicals operations improved through higher European pricing for titanium dioxide pigments, higher sales volume and lower operating costs. NL has reported that it expects to benefit from recently announced price increases in the second half of 1994.

Lower average debt levels and lower interest rates resulted in reduced interest expense, while lower securities earnings resulted primarily from a decline in the market value of fixed-income investments early in the year.

As previously announced, the Company has agreed to sell its sugar business to an agricultural cooperative of sugarbeet growers for \$325 million cash. The transaction is subject to financing and other conditions and there can be no assurance that it will be consummated.

Valhi, Inc., headquartered in Dallas, Texas, is engaged in the refined sugar, forest products, hardware products and fast food industries as well as the chemicals and titanium metals industries through its interests in NL and Tremont.

* * * * *

VALHI, INC. AND SUBSIDIARIES

SUMMARY OF CONSOLIDATED OPERATIONS

(UNAUDITED)

(IN MILLIONS, EXCEPT PER SHARE DATA)

Three months ended		Six months ended	
June 30,		June 30,	
1993	1994	1993	1994

Net sales	\$193.5	\$210.8	\$ 364.8	\$399.7
Operating income	\$ 21.5	\$ 28.6	\$ 38.0	\$ 47.2
General corporate and other:				
Securities earnings	1.4	1.0	4.0	1.1
Expenses and other, net	(3.8)	(3.6)	(5.9)	(6.0)
Interest expense	(9.8)	(8.8)	(21.8)	(17.8)
	9.3	17.2	14.3	24.5
Equity in losses of affiliates	(19.1)	(13.3)	(114.7)	(20.9)
Income (loss) before taxes	(9.8)	3.9	(100.4)	3.6
Income tax benefit (expense)	2.7	(.9)	33.0	(1.3)
Net income (loss)	\$ (7.1)	\$ 3.0	\$ (67.4)	\$ 2.3
Net income (loss) per common share	\$ (.06)	\$.03	\$ (.59)	\$.02
Weighted average common shares outstanding	114.1	114.3	114.1	114.3

VALHI, INC. AND SUBSIDIARIES

BUSINESS SEGMENT INFORMATION

(UNAUDITED)

(IN MILLIONS)

	Three months ended		Six months ended	
	June 30,		June 30,	
	1993	1994	1993	1994
Net sales				
Refined sugar	\$106.3	\$112.3	\$ 197.5	\$216.5
Forest products	43.9	53.4	83.5	93.4
Hardware products	16.0	17.5	30.4	35.5
Fast food	27.3	27.6	53.4	54.3
	\$193.5	\$210.8	\$ 364.8	\$399.7
Operating income				
Refined sugar	\$ 8.1	\$ 9.7	\$ 14.2	\$ 16.5
Forest products	7.4	11.6	12.8	16.7
Hardware products	3.9	5.0	7.0	10.1
Fast food	2.1	2.3	4.0	3.9
	\$ 21.5	\$ 28.6	\$ 38.0	\$ 47.2
Equity in losses of affiliates				
NL Industries, Inc.	\$ (16.0)	\$ (9.9)	\$ (25.5)	\$ (15.3)
Tremont Corporation	(3.1)	(3.4)	(5.2)	(5.6)
	(19.1)	(13.3)	(30.7)	(20.9)
Provision for market value impairment of NL stock	-	-	(84.0)	-
	\$ (19.1)	\$ (13.3)	\$ (114.7)	\$ (20.9)

VALHI, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(IN MILLIONS)

December 31,
1993

June 30,
1994
(Unaudited)

Current assets	\$394.4	\$287.4
Noncurrent marketable securities	108.8	112.1
Investment in NL and Tremont	74.9	60.4
Timber and timberlands	51.9	53.6
Other noncurrent assets	70.6	71.2
Property and equipment	203.3	225.7
	\$903.9	\$810.4
Current liabilities	\$364.8	\$253.4
Long-term debt	302.5	317.0
Other noncurrent liabilities	29.1	28.8
Stockholders' equity	207.5	211.2
	\$903.9	\$810.4
Common shares outstanding	114.3	114.3