

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

October 26, 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.)
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5430 LBJ Freeway, Suite 1700, Dallas, TX (Address of principal executive offices)	75240-2697 (Zip Code)
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(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 October 26, 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 October 26, 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: October 26, 1994

VALHI'S EARNINGS CONTINUE TO IMPROVE

DALLAS, TEXAS . . October 26, 1994 . . Valhi, Inc. (NYSE:VHI) reported net income of \$4.6 million, or \$.04 per share, for the third quarter of 1994 compared to a net loss of \$2.0 million, or \$.02 per share, in the comparable 1993 period. For the nine month year-to-date period, net income was \$6.9 million, or \$.06 per share, \$76 million better than the net loss of \$69.4 million, or \$.61 per share, for 1993. Improved results attributable to the Company's interest in NL Industries, Inc. (NYSE: NL) were a major factor in the higher 1994 earnings. NL's chemicals operations improved through higher prices for titanium dioxide pigments, higher sales volume and lower operating costs.

Valhi's third quarter sales were up 9%, to \$233 million, in large part due to higher refined sugar volumes in conjunction with the end of the sugar crop year. Operating income of \$26.1 million for the third quarter was slightly lower than last year's \$27.0 million as improved forest products earnings, enhanced by higher average selling prices for medium density fiberboard, were more than offset by comparative refined sugar LIFO adjustments. In the nine-month period, operating income was up 13%, to \$73.3 million, on a 9% increase in sales, to \$633 million, as prices and volumes were generally higher than in 1993.

Lower average debt and rates resulted in reduced interest expense during 1994. The extraordinary item in 1993 relates to premiums associated with the prepayment of high-cost subordinated debt. Tremont Corporation's (NYSE: TRE) titanium metal operations were negatively affected by recently settled strikes at its two major facilities.

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 Industries and Tremont Corporation.

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BUSINESS SEGMENT INFORMATION

(UNAUDITED)

(IN MILLIONS)

	Three months ended September 30,		Nine months ended September 30,	
	1993	1994	1993	1994
Net sales				
Refined sugar	\$120.8	\$137.4	\$ 318.3	\$353.9
Forest products	48.2	49.6	131.7	143.0
Hardware products	16.2	17.0	46.6	52.5
Fast food	28.0	28.6	81.4	82.9
	\$213.2	\$232.6	\$ 578.0	\$632.3
Operating income				
Refined sugar:				
FIFO basis	\$ 9.1	\$ 9.0	\$ 18.2	\$ 22.1
LIFO adjustment	4.7	(.5)	9.8	2.9

Forest products	13.8	8.5	28.0	25.0
Hardware products	6.8	10.8	19.6	27.5
Fast food	4.2	4.6	11.2	14.7
	2.2	2.2	6.2	6.1
	\$ 27.0	\$ 26.1	\$ 65.0	\$ 73.3
Equity in losses of affiliates				
NL Industries, Inc.	\$ (11.5)	\$ (4.8)	\$ (37.0)	\$ (20.1)
Tremont Corporation	(4.6)	(4.8)	(9.8)	(10.4)
	(16.1)	(9.6)	(46.8)	(30.5)
Provision for market value impairment of NL stock	-	-	(84.0)	-
	\$ (16.1)	\$ (9.6)	\$ (130.8)	\$ (30.5)

VALHI, INC. AND SUBSIDIARIES

SUMMARY OF CONSOLIDATED OPERATIONS

(UNAUDITED)

(IN MILLIONS, EXCEPT PER SHARE DATA)

	Three months ended September 30,		Nine months ended September 30,	
	1993	1994	1993	1994
Net sales	\$213.2	\$232.6	\$ 578.0	\$632.3
Operating income	\$ 27.0	\$ 26.1	\$ 65.0	\$ 73.3
General corporate and other:				
Securities earnings	1.4	1.4	5.4	2.5
Expenses and other, net	(1.7)	(3.2)	(7.6)	(9.2)
Interest expense	(8.6)	(8.2)	(30.4)	(26.0)
	18.1	16.1	32.4	40.6
Equity in losses of affiliates	(16.1)	(9.6)	(130.8)	(30.5)
Income (loss) before taxes	2.0	6.5	(98.4)	10.1
Income tax expense (benefit)	.8	1.9	(32.2)	3.2
	1.2	4.6	(66.2)	6.9
Extraordinary item-debt prepayment	(3.2)	-	(3.2)	-
Net income (loss)	\$ (2.0)	\$ 4.6	\$ (69.4)	\$ 6.9
Income (loss) per common share:				
Before extraordinary item	\$.01	\$.04	\$ (.58)	\$.06
Extraordinary item	(.03)	-	(.03)	-
Net income (loss)	\$ (.02)	\$.04	\$ (.61)	\$.06
Weighted average common shares outstanding	114.1	114.3	114.1	114.3