

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

August 6, 1997
(Date of Report, date of earliest event reported)

VALHI, INC.
(Exact name of Registrant as specified in its charter)

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

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

(972) 233-1700
(Registrant's telephone number, including area code)

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

Item 5: Other Events

On August 6, 1997, 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 August 6, 1997 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: August 6, 1997

VALCOR, INC.

PRESS RELEASE

FOR IMMEDIATE RELEASE:

VALCOR, INC.
THREE LINCOLN CENTRE
5430 LBJ FREEWAY, SUITE 1700
DALLAS, TEXAS 75240-2697
(972) 233-1700

CONTACT:

STEVEN L. WATSON
VICE PRESIDENT
VALCOR, INC.
(972) 233-1700

JEANNE M. CARR
SENIOR VICE PRESIDENT
MACKENZIE PARTNERS, INC.
(212) 929-5500

VALCOR ANNOUNCES CONSENT SOLICITATION AND TENDER OFFER

Dallas, Texas . . . August 6, 1997 . . . Valcor, Inc., a wholly owned subsidiary of Valhi, Inc. (NYSE:VHI), has commenced a consent solicitation and tender offer with respect to Valcor's 9 5/8% Senior Notes due 2003, of which \$68.6 million principal amount is currently outstanding.

Valcor is soliciting consents to amend certain provisions of the indenture that governs the notes. The proposed amendments to the indenture require consents from the holders representing at least a majority in principal amount of the outstanding notes. Valcor is also making a concurrent offer to purchase any and all of the outstanding notes.

The consent solicitation is being made pursuant to a Consent Solicitation Statement and Offer to Purchase dated August 6, 1997. The consent solicitation expires at 5:00 p.m. Dallas, Texas time on the later of August 27, 1997 or the date of receipt of the requisite consents necessary to approve the proposed amendments, unless extended. Valcor will pay a consent fee equal to \$10 per \$1,000 principal amount of the notes for which the holder delivers a consent prior to the expiration of the solicitation. Consents may be revoked anytime prior to the receipt of the requisite consents to approve the proposed amendments. Noteholders are not required to tender notes in order to consent to the proposed amendments.

Concurrently with the consent solicitation and on the terms and subject to the conditions of the Consent Solicitation Statement and Offer to Purchase, Valcor is offering to purchase any and all of its outstanding notes for a cash purchase price equal to \$1,040 per \$1,000 principal amount of the tendered notes plus accrued and unpaid interest to, but not including, the date of purchase. The offer to purchase is subject to, among other things, the receipt of the requisite consents to approve the proposed amendments, but is not subject to any minimum principal amount of notes being duly tendered. The offer expires at 5:00 p.m., Dallas, Texas time on September 4, 1997, unless extended. Noteholders who tender notes on or prior to the expiration of the solicitation will be deemed to have consented to the proposed amendments. If a tender is after the expiration of the consent solicitation, the tendering noteholder will not receive a consent payment. If a noteholder tenders a note prior to the receipt of the requisite consents to approve the proposed amendments, the noteholder will not be able to withdraw the note after such receipt, with limited exceptions.

The information agent for the consent solicitation and the offer to purchase is MacKenzie Partners, Inc. The information agent's address is 156 Fifth Avenue, New York, New York 10010 and telephone numbers are (800) 322-3885 (toll free) or (212) 929-5500 (collect call). Requests for copies of the Consent Solicitation Statement and Offer to Purchase should be directed to the

information agent.