

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

March 1, 1995

(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 March 1, 1995, 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 March 1, 1995 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: March 1, 1995

PRESS RELEASE

FOR IMMEDIATE RELEASE:

CONTACT:

VALHI, INC.
Three Lincoln Centre
5430 LBJ Freeway
Dallas, Texas 75240-2697
(214) 233-1700

Michael A. Snetzer
Chairman and Chief
Executive Officer
Medite Corporation
(214) 661-8028

VALHI SUBSIDIARY FILES REGISTRATION STATEMENT

DALLAS, TEXAS . . . March 1, 1995 . . . Valhi, Inc. (NYSE:VHI) announced today that its wholly-owned subsidiary, Medite Corporation, has filed a registration statement on Form S-1 with the Securities and Exchange Commission in connection with a proposed initial public offering by Medite of 5,882,000 shares of Medite's common stock, which will represent approximately 33% of Medite's outstanding common stock. Subject to review by the SEC, Medite intends to offer the shares, only pursuant to a final prospectus, in a public offering through underwriters led by Morgan Stanley & Co. Incorporated, Salomon Brothers Inc and Smith Barney Inc.

Medite intends to apply the net proceeds from the offering to pay down certain bank indebtedness and intercompany obligations and for other corporate purposes.

Medite is an international engineered wood products company focused primarily on the production and sale of medium density fiberboard. The Company also owns timberlands and produces and sells traditional timber products.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This communication shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.

Valhi, Inc., headquartered in Dallas, Texas, is engaged in the chemicals, refined sugar, building products and other industries.