

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

February 11, 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 February 11, 1994, the Registrant issued the press release attached hereto as Exhibit 99.1 which is incorporated herein by reference. The press release relates to the announcement by Registrant of its December 31, 1993 financial results.

Item 7: Financial Statements, Pro Forma Financial Information

and Exhibits

(c) Exhibit

Item No. -----	Exhibit Index -----
99.1	Press release dated February 11, 1994 issued by the Registrant

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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: February 11, 1994

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PRESS RELEASE

FOR IMMEDIATE RELEASE:

Valhi, Inc.
5430 LBJ Freeway, Suite 1700
Dallas, TX 75240

CONTACT:

William C. Timm
Vice President - Finance
and Administration
214/450-4212

VALHI REPORTS 1993 RESULTS

DALLAS, TEXAS . . February 11, 1994 . . Valhi, Inc. reported a net loss for 1993 of \$79.1 million, or \$.69 per share, compared to a net loss of \$98.3 million, or \$.86 per share, for 1992. The Company's fourth quarter net loss was \$9.7 million compared to a net loss of \$26.4 million in the fourth quarter of 1992. Valhi's wholly-owned consolidated operations were profitable in both 1992 and 1993 with the net losses in both years resulting from losses attributable to the Company's interest in unconsolidated publicly-held affiliates, NL Industries, Inc. (49%-owned) and Tremont Corporation (48%-owned).

Operating income increased 34% to \$26 million in the fourth quarter and increased 15% to \$91 million for the year. Refined sugar sales prices and volumes, while below 1992 levels for the year, strengthened in the last half of 1993. In the forest products segment, medium density fiberboard volumes were a Company record, higher log volumes and selling prices contributed to increased earnings and the closure of the Company's plywood operations in January 1993 reduced sales but aided earnings comparisons. Fast food sales were a new record resulting in near-record earnings, and the hardware products segment reported record sales and earnings.

Both NL and Tremont reported significantly increased losses in 1993. Lower selling prices for titanium dioxide pigments ("TiO2"), NL's principal product, contributed significantly to the deterioration in NL's 1993 operating results. Tremont's titanium metals business, conducted by its TIMET subsidiary, continues to operate in a difficult economic environment as military and commercial aircraft demand for titanium waned and producers in the former Soviet Union expanded their shipments to the rest of the world. The Company's losses attributable to these affiliates also included charges for other than temporary impairment of market value amounting to \$22 million in the fourth quarter of 1992 (Tremont) and \$84 million in the first quarter of 1993 (NL). At the end of 1993, the Company's net carrying value of its investments in these affiliates was \$60 million, or \$2.43 per NL share, and \$15 million, or \$4.17 per Tremont share.

During 1993, the Company completed its program, begun over two years ago, to repay or refinance approximately \$575 million of high-cost debt. The redemption in 1993 of the final \$235 million of the Company's 12 1/2% Senior Subordinated Notes, funded in part using proceeds from lower cost subsidiary borrowings, was a significant factor in reducing interest expense by 25% in 1993.

In response to the outlook for prolonged TiO2 price weakness, NL commenced a program in early 1993 to reduce debt levels, extend maturities and increase liquidity. This program was completed in October 1993 when NL joint ventured its recently commissioned plant in Lake Charles, Louisiana, sold \$350 million in new long-term notes and reduced and extended outstanding bank debt. In December 1993, the holders of \$75 million of TIMET debentures converted them into a 25% equity ownership of TIMET.

Extraordinary items in both 1992 and 1993 relate to prepayments of indebtedness and in 1993 includes \$10 million attributable to NL's refinancings referred to above. Changes in accounting for marketable securities as of the end of 1993 resulted in a \$42 million increase in the Company's equity, substantially all of which was recorded as a direct credit to stockholders' equity with only a nominal amount included in earnings. The almost \$70 million charge to earnings for accounting changes in 1992 relates to retiree benefits and income taxes, over 90% of which charge was attributable to NL and Tremont.

Valhi, Inc., headquartered in Dallas, Texas, is a diversified industrial management company engaged in the refined sugar, forest products, fast food and hardware products industries. Valhi is also engaged in the chemicals and titanium metals industries through its equity interests in NL and Tremont. Valhi's common stock is traded on the New York and Pacific Stock Exchanges under the symbol "VHI."

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VALHI, INC. AND SUBSIDIARIES

SUMMARY OF CONSOLIDATED OPERATIONS

(In millions, except per share data)

	Three months ended December 31,		Years ended December 31,	
	1992 -----	1993 -----	1992 -----	1993 -----
Net sales	\$199.1 =====	\$203.1 =====	\$811.8 =====	\$781.1 =====
Operating income	\$ 19.3	\$ 26.0	\$ 79.0	\$ 91.0
Business unit dispositions, net	-	-	3.5	.5
General expenses	(2.0)	(2.0)	(7.4)	(8.9)
Interest income and other, net	4.0	1.1	11.7	5.3
Interest expense	(13.1)	(8.2)	(51.5)	(38.6)
	-----	-----	-----	-----
	8.2	16.9	35.3	49.3
Equity in losses of affiliates, including provisions for market value impairment	(39.0)	(13.0)	(70.7)	(143.8)
	-----	-----	-----	-----

Income (loss) before income taxes	(30.8)	3.9	(35.4)	(94.5)
Income tax benefit (expense)	10.5	(1.8)	13.2	30.4
	-----	-----	-----	-----
Income (loss) before extraordinary items	(20.3)	2.1	(22.2)	(64.1)
Extraordinary items	(6.1)	(12.2)	(6.3)	(15.4)
Cumulative effect of changes in accounting principles	-	.4	(69.8)	.4
	-----	-----	-----	-----
Net loss	\$ (26.4)	\$ (9.7)	\$ (98.3)	\$ (79.1)
	=====	=====	=====	=====
Income (loss) per common share:				
Before extraordinary items	\$ (.17)	\$.02	\$ (.19)	\$ (.56)
Extraordinary items	(.06)	(.10)	(.06)	(.13)
Cumulative effect of changes in accounting principles	-	-	(.61)	-
	-----	-----	-----	-----
Net loss	\$ (.23)	\$ (.08)	\$ (.86)	\$ (.69)
	=====	=====	=====	=====
Weighted average common shares outstanding	113.9	114.1	113.9	114.1
	=====	=====	=====	=====

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VALHI, INC. AND SUBSIDIARIES

BUSINESS SEGMENT INFORMATION

(In millions)

	Three months ended December 31,		Years ended December 31,	
	1992	1993	1992	1993
	-----	-----	-----	-----
Net sales:				
Refined sugar	\$109.5	\$112.5	\$459.2	\$ 430.8
Forest products	46.1	42.6	194.8	174.3
Fast food	28.8	30.2	103.8	111.6
Hardware products	14.7	17.8	54.0	64.4
	-----	-----	-----	-----
	\$199.1	\$203.1	\$811.8	\$ 781.1
	=====	=====	=====	=====
Operating income:				
Refined sugar	\$ 6.5	\$ 9.5	\$ 37.8	\$ 37.5
Forest products	6.0	6.7	22.0	26.3
Fast food	3.3	3.5	8.5	9.7
Hardware products	3.5	6.3	10.7	17.5
	-----	-----	-----	-----
Total operating income	\$ 19.3	\$ 26.0	\$ 79.0	\$ 91.0
	=====	=====	=====	=====
Equity in losses of affiliates:				
NL Industries, Inc.	\$ (9.5)	\$ (7.7)	\$ (32.1)	\$ (44.7)
Tremont Corporation	(7.5)	(5.3)	(16.6)	(15.1)

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	(17.0)	(13.0)	(48.7)	(59.8)
Provisions for market value impairment	(22.0)	-	(22.0)	(84.0)
	-----	-----	-----	-----
	\$ (39.0)	\$ (13.0)	\$ (70.7)	\$ (143.8)
	=====	=====	=====	=====

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VALHI, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions)

	December 31,	
	----- 1992 -----	----- 1993 -----
Current assets	\$ 504.6	\$394.4
Investment in NL and Tremont	248.4	74.9
Other noncurrent assets	135.7	231.3
Property and equipment	188.3	203.3
	-----	-----
	\$1,077.0	\$903.9
	=====	=====
Current liabilities	\$ 489.0	\$364.8
Long-term debt	288.7	302.5
Other noncurrent liabilities	40.2	29.1
Stockholders' equity	259.1	207.5
	-----	-----
	\$1,077.0	\$903.9
	=====	=====
Common shares outstanding	114.1	114.3
	=====	=====

SUMMARY OF CONSOLIDATED STOCKHOLDERS' EQUITY

(In millions)

Years ended December 31,	
-----	-----
1992	1993

	----	----
Beginning of year	\$385.5	\$259.1
Net loss	(98.3)	(79.1)
Dividends	(22.8)	(5.7)
Adjustments:		
Marketable securities, principally effect of change in accounting principles in 1993	.2	41.3
Currency translation and other	(6.4)	(9.1)
Other, net	.9	1.0
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End of year	\$259.1 =====	\$207.5 =====