

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

June 7, 1996

(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
jurisdiction of
incorporation)

(Commission
File Number)

(IRS Employer
Identification
No.)

5430 LBJ Freeway, Suite 1700, Dallas, TX

75240-2697

(Address of principal executive offices)

(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 June 7, 1996, 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 June 5, 1996 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: June 7, 1996

PRESS RELEASE

FOR IMMEDIATE RELEASE:

FOR FURTHER INFORMATION, CONTACT:

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PRESIDENT
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Dallas, Texas . . . June 5, 1996 . . . Valhi, Inc. (NYSE: VHI) jointly announced today with Snake River Sugar Company, an Oregon cooperative association, the execution of a letter of intent by which Snake River would acquire 100% of the voting stock of The Amalgamated Sugar Company from Amcorp, Inc., a wholly owned subsidiary of Valhi.

Completion of the transaction is subject to, among other things, execution of definitive agreements, obtaining of sufficient bank financing by Snake River and execution of membership agreements by approximately 1600 sugarbeet growers in Idaho, Oregon and Washington. Depending on the form of the acquisition, Amcorp would receive consideration with a value of \$250 million in either a tax-free or tax-deferred transaction, subject to certain post closing adjustments based on operating performance. The growers will be required to commit approximately 220,000 acres of sugarbeets to Snake River and to pay approximately \$400 per acre to subscribe to preferred stock in the cooperative which will raise net funds of approximately \$86 million.

George Grant, Chairman of Snake River, stated, ``We are delighted with the prospect that the growers will now be able to own the sugar factories and other facilities that have served us for so many years. We are happy to continue the trend of sugarbeet growers in the United States who have acquired their processing capability. This is indeed a great day for sugarbeet growers in our region.''' Allan Lipman, President of Amalgamated, stated, ``Amalgamated has provided a processing capability and a market to sugarbeet growers for a century. We now look forward to working more closely with the growers in adding value to their farming operations. This will allow Amalgamated to continue as a highly competitive sugar processor in the United States.'''

Amalgamated operates sugar factories in Twin Falls, Paul, and

Nampa, Idaho, and in Nyssa, Oregon. It also has other sugar facilities in the states of Oregon, Utah, Idaho, Colorado and Washington.

Valhi is engaged in the chemicals, refined sugar, building products and other industries.