

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of the earliest event reported)
May 29, 2020

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.)

5430 LBJ Freeway, Suite 1700, Dallas, Texas
(Address of principal executive offices)

75240-2620
(Zip Code)

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

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock	VHI	NYSE

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 29, 2020, the registrant filed a certificate of amendment (the “Certificate of Amendment”) to the registrant’s third amended and restated certificate of incorporation with the Secretary of State of the State of Delaware to effect (1) a 1-for-12 reverse stock split of the outstanding shares of the Company’s common stock, par value \$0.01 per share (the “Reverse Stock Split”), and (2) a reduction in the number of authorized shares of the registrant’s stock from 505,000,000 shares (500,000,000 shares of common stock and 5,000,000 shares of preferred stock), par value \$.01 per share, to 50,500,000 shares (50,000,000 shares of common stock and 500,000 shares of preferred stock), par value \$.01 per share.

The Certificate of Amendment and the Reverse Stock Split became effective at 4:01 p.m. Eastern time on June 1, 2020.

No fractional shares of common stock will be issued as a result of the Reverse Stock Split. Instead, any stockholder of record who would have been entitled to receive a fractional share as a result of the Reverse Stock Split will receive a cash payment in lieu of such fractional share. Additional information regarding the Reverse Stock Split can be found in the registrant’s definitive proxy statement filed with the Securities and Exchange Commission on April 7, 2020.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Certificate of Amendment, a copy of which is filed with this report as Exhibit 3.1 and is incorporated herein reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Item No.</u>	<u>Exhibit Index</u>
3.1	<u>Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of the registrant</u>

SIGNATURE

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)

Date: June 2, 2020

By: /s/ Jane R. Grimm

Jane R. Grimm,
Vice President and Secretary

**CERTIFICATE OF AMENDMENT
TO THE
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VALHI, INC.**

Valhi, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The Third Amended and Restated Certificate of Incorporation of the Corporation is hereby amended as follows:

a. The first sentence of Article IV is deleted and replaced with the following:

"The total number of shares of all classes of stock which the Corporation has authority to issue is fifty million five hundred thousand (50,500,000) shares, of which fifty million (50,000,000) shares are common stock, \$.01 par value per share (hereinafter referred to as "*Common Stock*"), and five hundred thousand (500,000) shares are preferred stock, \$.01 par value per share (hereinafter referred to as "*Preferred Stock*")."

b. The following is added as a new Section 4.4 in Article IV:

"Section 4.4. Upon this Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of the Corporation becoming effective pursuant to the General Corporation Law of the State of Delaware (the "Effective Time"), each twelve (12) shares of Common Stock then issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock. No fractional shares will be issued and, in lieu thereof, stockholders otherwise entitled to receive a fractional share will instead receive cash for such stockholder's fractional share on a basis determined by the Board of Directors of the Corporation. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (an "Old Certificate") shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above."

2. This Certificate of Amendment shall become effective as of June 1, 2020 at 4:01 p.m. Eastern time.

3. This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Valhi, Inc. has caused this Certificate to be executed by its duly authorized officer on this 29th day of May, 2020.

VALHI, INC.

VALHI, INC.

By: /s/ Robert D. Graham
Robert D. Graham
Vice Chairman of the Board, President
and Chief Executive Officer