

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

January 31, 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 January 31, 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 January 31, 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: January 31, 1995

VALHI REPORTS 78% FOURTH QUARTER EARNINGS INCREASE

DALLAS, TEXAS . . January 31, 1995 . . Valhi, Inc. (NYSE: VHI) reported income from continuing operations of \$8.2 million, or \$.07 per share, for the fourth quarter of 1994, up 78% from \$4.6 million, or \$.04 per share, in the 1993 period. The Company's full-year income from continuing operations totaled \$19.7 million, or \$.17 per share, compared to a 1993 loss of \$59.3 million, or \$.52 per share.

Improved results attributable to the Company's chemicals business, conducted by NL Industries, Inc. (NYSE: NL), were a major factor in the higher 1994 earnings. Chemical operations improved through higher prices for titanium dioxide ("TiO2") and higher sales and production volume. Year-end 1994 TiO2 prices were 10% above the low point reached in 1993, and NL expects to be profitable in 1995. Higher volume and prices for medium density fiberboard, the Company's principal building product, also aided earnings and margins in 1994 while refined sugar results were negatively impacted by higher costs.

Valhi has increased its ownership of NL from 49% to 52% and will consolidate NL's results of operations and cash flows beginning in 1995. On a pro forma basis, assuming full consolidation of NL for all of 1994, the Company's 1994 sales were over \$1.7 billion with operating income of \$190 million and income from continuing operations of \$10.7 million, or \$.09 per share.

Discontinued operations represent the Company's former interest in the titanium metals business conducted by Tremont Corporation (NYSE: TRE), which interest was distributed to Valhi common stockholders as a dividend declared in December 1994. Extraordinary items in 1993 relate to prepayments of indebtedness. Including these items, the Company's net income for the year ended December 31, 1994 was \$11.6 million, or \$.10 per share, compared to a net loss of \$79.1 million, or \$.69 per share, for 1993.

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

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VALHI, INC. AND SUBSIDIARIES

SUMMARY OF CONTINUING OPERATIONS

(In millions, except earnings per share)

	YEARS ENDED DECEMBER 31, HISTORICAL		PRO FORMA
	1993	1994	1994*
Net sales			
Chemicals	\$ -	\$ -	\$ 888.0
Refined sugar	430.8	457.3	457.3
Building products	174.3	189.9	189.9
Other	176.0	185.5	185.5
	\$ 781.1	\$832.7	\$1,720.7
Operating income			
Chemicals	\$ -	\$ -	\$ 91.9
Refined sugar	37.5	31.6	31.6
Building products	26.3	36.4	36.4
Other	27.2	29.9	29.9

Total operating income	91.0	97.9	189.8
Equity in losses of NL Industries (**)	(136.4)	(25.1)	-
General corporate items, net	(3.1)	(8.4)	(49.3)
Interest expense	(38.6)	(35.3)	(119.2)
Income before income taxes	(87.1)	29.1	21.3
Income taxes (benefit)	(27.8)	9.4	9.8
Minority interest	-	-	.8
Income from continuing operations (loss)	\$ (59.3)	\$ 19.7	\$ 10.7
Per common share	\$ (.52)	\$.17	\$.09

[FN]

* Assumes NL was consolidated for all of 1994.

** 1993 loss includes \$84 million charge for market value impairment of NL common stock.

VALHI, INC. AND SUBSIDIARIES

SUMMARY OF HISTORICAL OPERATIONS

(In millions, except earnings per share)

	THREE MONTHS ENDED DECEMBER 31,		YEAR ENDED DECEMBER 31,	
	1993*	1994	1993*	1994
Net sales				
Refined sugar	\$112.5	\$103.4	\$430.8	\$457.3
Building products	42.6	46.9	174.3	189.9
Other	48.0	50.1	176.0	185.5
	\$203.1	\$200.4	\$781.1	\$832.7
Operating income				
Refined sugar	\$ 9.5	\$ 6.6	\$ 37.5	\$ 31.6
Building products	6.7	8.9	26.3	36.4
Other	9.8	9.1	27.2	29.9
Total operating income	26.0	24.6	91.0	97.9
General corporate items, net	(.9)	(1.7)	(3.1)	(8.4)
Interest expense	(8.2)	(9.3)	(38.6)	(35.3)
Equity in losses of NL Industries (**)	(9.1)	(1.6)	(136.4)	(25.1)
Income before income taxes	7.8	12.0	(87.1)	29.1
Income taxes (benefit)	3.2	3.8	(27.8)	9.4
Income from continuing operations	4.6	8.2	(59.3)	19.7
Discontinued operations	(2.5)	(3.5)	(4.8)	(8.1)
Extraordinary items	(12.2)	-	(15.4)	-
Change in accounting principles	.4	-	.4	-
Net income (loss)	\$ (9.7)	\$ 4.7	\$ (79.1)	\$ 11.6
Income (loss) per common share:				
Continuing operations	\$.04	\$.07	\$ (.52)	\$.17
Net income (loss)	\$ (.08)	\$.04	\$ (.69)	\$.10
Weighted average common shares outstanding	114.1	114.3	114.1	114.3

[FN]

* Reclassified for discontinued operations.

** 1993 loss includes \$84 million charge for market value impairment of NL

common stock.