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VALHI INC /DE/
Form NT 10-K
March 16, 2006

Microsoft Word 11.0.6359;

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

FORM 12b-25
NOTIFICATION OF LATE FILING

Valhi, Inc

SEC FILE NUMBER: 1-5467
CUSIP NUMBER: 918905100

Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D
 Form N-SAR Form N-CSR

For Period Ended: December 31, 2005

Transition Report on Form 10-K Transition Report on Form 20-F
 Transition Report on Form 11-K Transition Report on Form 10-Q
 Transition Report on Form N-SAR
For the Transition Period Ended:

Nothing in this form shall be construed to imply that the Commission has
verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify
the Item(s) to which the notification relates: Not applicable

PART I - REGISTRANT INFORMATION

Full Name of Registrant: Valhi, Inc

Former Name if Applicable: Not Applicable

Address of Principal Executive Office:

5430 LBJ Freeway, Suite 1700
Three Lincoln Centre, Dallas, Texas 75240-2697

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PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed.

- [X] (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- [X] (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- [] (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached, if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed period:

Titanium Metals Corporation ("TIMET"), an affiliate of the Company accounted for under accounting principles generally accepted in the United States of America by the equity method (Commission File No. 0-28538), has today filed a Form 12b-25 to extend the filing deadline for its Annual Report on Form 10-K for the year ended December 31, 2005 ("TIMET Annual Report"). The Registrant will incorporate by reference the consolidated financial statements of TIMET, included in the TIMET Annual Report, in the Registrant's Annual Report on Form 10-K for the year ended December 31, 2005 ("Registrant Annual Report") pursuant to Rule 3-09 of Regulation S-X. Because such financial statements of TIMET are not currently available to the Registrant, the Registrant filed this Form 12b-25 to extend the filing deadline of the Registrant Annual Report.

TIMET has indicated that it currently expects to be able file the TIMET Annual Report within the time provided by this Form 12b-25, at which time the Registrant would be able to file the Registrant Annual Report.

In such Registrant Annual Report, the Registrant currently expects to conclude that its internal control over financial reporting was effective as of December 31, 2005.

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification:

Greg Swalwell, Vice President and Controller. 972-233-1700.

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(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the Registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

Yes

No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes

No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

See the press release issued by the Registrant today and filed as Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated March 16, 2006.

Valhi, Inc. has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 16, 2006

VALHI, INC.

By: /s/ Greg Swalwell.
Greg Swalwell
Vice President and Controller