

VALHI INC /DE/  
Form 8-K  
October 24, 2016

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 earliest event reported): October 19, 2016

VALHI, INC.  
(Exact name of Registrant as specified in its charter)

|                                                         |                                    |                                                          |
|---------------------------------------------------------|------------------------------------|----------------------------------------------------------|
| Delaware<br>(State of incorporation<br>or organization) | 1-5467<br>(Commission file number) | 87-0110150<br>(I.R.S. employer identification<br>number) |
|---------------------------------------------------------|------------------------------------|----------------------------------------------------------|

5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697  
(Address of principal executive offices) (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. below):

- 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))
-

Item 1.01. Entry into a Material Definitive Agreement.

As previously reported, on November 18, 2015, Andrews County Holdings, Inc. ("ACH"), a subsidiary of the registrant, entered into a Purchase Agreement (as previously amended and as previously reported, the "Purchase Agreement") with Rockwell Holdco, Inc. ("Rockwell"), for the sale of Waste Control Specialists LLC ("WCS"), a subsidiary of ACH, to Rockwell. Rockwell is the parent company of EnergySolutions, Inc., and Rockwell is owned by Energy Capital Partners, a private equity firm focused on investing in North America's energy infrastructure. Effective October 19, 2016, ACH and Rockwell entered into a Third Amendment to the Purchase Agreement (the "Third Amendment"). Pursuant to the Third Amendment, the right of either party to terminate the Purchase Agreement has been extended to no earlier than November 9, 2016, and no later than November 16, 2016. All other terms and conditions of the Purchase Agreement remain unchanged.

A copy of the Third Amendment is attached as Exhibit 2.1 to this report and is incorporated herein by reference. The foregoing description of the Third Amendment does not purport to be complete and is qualified in its entirety by reference to the Third Amendment.

---

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit<br/>Number</u> | <u>Description</u>                                                                                                                                                   |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1                       | Third amendment to Purchase Agreement by and between Rockwell Holdco, Inc., as Purchaser, and Andrews County Holdings, Inc., as Seller, dated as of October 19, 2016 |

---

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.

Date: October 24, 2016  
Gregory M. Swalwell  
Executive Vice President, Chief Financial Officer  
and Chief Accounting Officer

By: /s/ Gregory M. Swalwell

INDEX TO EXHIBITS

Exhibit  
Number

Description

2.1

Third amendment to Purchase Agreement by and between Rockwell Holdco, Inc., as Purchaser, and Andrews County Holdings, Inc., as Seller, dated as of October 19, 2016