

Edgar Filing: NL INDUSTRIES INC - Form 8-K

NL INDUSTRIES INC  
Form 8-K  
December 03, 2004  
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)  
November 30, 2004  
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NL Industries, Inc.  
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(Exact name of Registrant as specified in its charter)

New Jersey	1-640	13-5267260
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
5430 LBJ Freeway, Suite 1700, Dallas, Texas		75240-2697
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(Address of principal executive offices)		(Zip Code)

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

Item 1.01 Entry into a Material Definitive Agreement.

Effective November 30, 2004, the registrant, Valhi, Inc., a Delaware corporation and a parent of the registrant ("Valhi"), and Contran Corporation, a Delaware corporation and a parent of Valhi ("Contran"), entered into an Amended

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Tax Agreement (the "Tax Agreement").

NL and Valhi are eligible to file consolidated returns with Contran for federal income taxes and, subject to certain jurisdictional limitations, eligible to file combined state and local tax returns. The Tax Agreement provides for the allocation of tax liabilities, and the procedures to be followed, with respect to the determination and payment of NL's share of such income tax liabilities. The Tax Agreement is filed as Exhibit 10.1 to this current report.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Item No.	Exhibit Index
10.1*	Amended Tax Agreement dated as of November 30, 2004 among NL Industries, Inc., Valhi, Inc. and Contran Corporation.

\* Filed herewith.

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.

NL Industries, Inc.  
(Registrant)

By: /s/ Gregory M. Swalwell  
Gregory M. Swalwell  
Vice President, Finance and  
Chief Financial Officer

Date: December 3, 2004

INDEX TO EXHIBITS

Exhibit No.	Description
10.1*	Amended Tax Agreement dated as of November 30, 2004 among NL Industries, Inc., Valhi, Inc. and Contran Corporation.

\* Filed herewith.

