

VALHI INC /DE/
Form S-8 POS
June 26, 2012

As filed with the Securities and Exchange Commission on June 26, 2012

Registration No. 333-48391

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Valhi, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

87-0110150
(I.R.S. Employer
Identification Number)

Three Lincoln Centre
5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240-2697
(Address of Principal Executive Offices) (Zip Code)

Valhi, Inc. 1997 Long-Term Incentive Plan
(Full title of the plan)

A. Andrew R. Louis
Vice President, Secretary and Associate General Counsel
Valhi, Inc.
Three Lincoln Centre
5430 LBJ Freeway, Suite 1700

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Dallas, Texas 75240-2697
(972) 233-1700

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

| | | |
|---|---------------------------|-------------------------------------|
| Large accelerated filer | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

DEREGISTRATION

The Valhi, Inc. 1997 Long-Term Incentive Plan (the “Plan”) terminated according to its terms on May 8, 2012. Accordingly, the registrant hereby deregisters any and all shares of the registrant’s common stock, par value \$0.01 per share, registered pursuant to this registration statement that will never be issued or sold under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Dallas, Texas on June 26, 2012:

Valhi, Inc.

By: /s/ A. Andrew R. Louis
 A. Andrew R. Louis
 Vice President and Secretary

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|--|---|---------------|
| * Harold C. Simmons | Chairman of the Board | June 26, 2012 |
| * Glenn R. Simmons | Vice Chairman of the Board | June 26, 2012 |
| /s/ Steven L. Watson Steven L. Watson | Director, President and Chief Executive Officer (Principal Executive Officer) | June 26, 2012 |
| * Bobby D. O'Brien | Vice President and Chief Financial Officer (Principal Financial Officer) | June 26, 2012 |
| * Gregory M. Swalwell | Vice President and Controller (Principal Accounting Officer) | June 26, 2012 |
| * Norman S. Edelcup | Director | June 26, 2012 |

*By: /s/ A. Andrew R. Louis
A. Andrew R. Louis
Attorney-in-Fact

June 26, 2012