(Last)

(Street)

DALLAS

**SUITE 1700** 

(First)

TX

THREE LINCOLN CENTER, 5430 LBJ FREEWAY

(Middle)

75240

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
|--|
| Section 16. Form 4 or Form 5           |
| obligations may continue. See          |
| obligations may continue. See          |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

|   | ions may contin<br>tion 1(b).   | ue. See   |           | File   |   |   |              |   |  |  | ties Exchanç       |  |  | 34  |   |   | hours   | per response:   | 0.5  |
|---|---|---|-----------|--|---|---|--------------|---|--|--|--------------------|--|--|---|---|---|---|---|--|
| Name and Address of Reporting Person*     2. Issue                        |   |   |           |  | or Section 30(h) of the Investment Company Act of 1940  Issuer Name and Ticker or Trading Symbol  COMPX INTERNATIONAL INC [ CIX ] |   |              |   |  |  |                    |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner |   |   |   |   |  |
| (Last) (First) (Middle) THREE LINCOLN CENTER, 5430 LBJ FREEWAY SUITE 1700 |   |   |           |  | 3. Date of Earliest Transaction (Month/Day/Year) 07/17/2018   |   |              |   |  |  |                    |  | Officer (give title Other (specify below) below) |   |   |   |   |   |  |
| Street) DALLAS TX 75240   |   |   | 4. If     | 4. If Amendment, Date of Original Filed (Month/Day/Year) |   |   |              |   |  |  |                    | Individual or Joint/Group Filing (Check Applicable Line)     Form filed by One Reporting Person     X Form filed by More than One Reporting Person |  |   |   | erson   |   |   |  |
| (City)  | (St   | ate) (  | (Zip)     |  |   |   |              |   |  |  |                    |  |  |   |   |   |   |   |  |
|   |   | Tab   | le I - No |  |   | _   |              |   | <del>-</del>   | , Dis  | sposed o           |  |  |   | _   |   |   |   |  |
| 1. Title of Security (Instr. 3) 2. Transact Date (Month/Day               |   |   |           |  | )   E   | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |              | 3.<br>Transaction<br>Code (Instr.<br>8) |  | 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 |                    |  |  | and 5) Securit<br>Benefic<br>Owned<br>Report  |   | cially<br>I Following                         | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)             |  |
|   |   |   |           |  |   |   |              |   | Code   | v  | Amount             |  | (A) or<br>(D)                                    | Price   | Trai  | rsaction(<br>tr. 3 and                        |   |   | , ,  |
| Class A Common Stock, par value \$0.01 per share  07/17/20                |   |   |           |  | 2018  | )18   |              | J <sup>(1)</sup>                        |  | 10,000,000   |                    | A  | (1) 10,  |   | 0,755,1   | 04  | I   | By NL <sup>(2)</sup>  |  |
| Class A Common Stock, par value \$0.01 per share                          |   |   |           |  |   |   |              |   |  |  |                    |  |  |   |   | 5,900   |   | I   | By<br>Contran <sup>(3)</sup>                                       |
| Class A Common Stock, par value \$0.01 per share                          |   |   |           |  |   |   |              |   |  |  |                    |  |  |   | 3,000   |   | I   | By<br>Kronos <sup>(4)</sup>                                       |  |
| Class A Common Stock, par value \$0.01<br>per share                       |   |   |           |  |   |   |              |   |  |  |                    |  |  |   | 2,000   |   | D <sup>(5)</sup>  |   |  |
|   |   | Ta  | able II - |  |   |   |              |   |  |  | osed of, convertib |  |  |   | y Own   | ed  |   |   |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                       | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | Conversion or Exercise (Month/Day/Year) Price of Derivative |           | 3A. Deemed<br>Execution Date,                            |   | ctio  | 5. Number of |   | 6. Date Exercisable<br>Expiration Date<br>(Month/Day/Year) |  | isable and<br>te   | able and 7. Title  |  |   | 8. Price<br>Derivativ<br>Security<br>(Instr. 5) | deriv<br>Secu<br>Bene<br>Own<br>Follo<br>Repo | wing<br>orted<br>saction  | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |   |           |  | Code  | v   | (A)          | (D)                                     |  |  | Expiration<br>Date | Title  | or<br>Nu<br>of                                   | ount<br>mber<br>ares  |   |   |   |   |  |
|   |   | Reporting Person*<br>ons Family T                           | rust No   | o. 2   |   |   |              |   |  |  |                    |  |  |   |   |   |   |   |  |
| (Last) THREE: SUITE 1   | LINCOLN   | (First)<br>CENTER, 5430                                     | -         | ddle)<br>EEWAY   |   |   |              |   |  |  |                    |  |  |   |   |   |   |   |  |
| (Street)  | S   | TX  | 752       | 240  |   |   |              |   |  |  |                    |  |  |   |   |   |   |   |  |
| (City)  |   | (State)   | (Zip      | ))   |   | _   |              |   |  |  |                    |  |  |   |   |   |   |   |  |
|   | nd Address of   | Reporting Person*   |           |  |   |   |              |   |  |  |                    |  |  |   |   |   |   |   |  |

| (City)  | (State) | (Zip)    |  |  |  |  |  |  |  |
|---|---------|----------|--|--|--|--|--|--|--|
| Name and Address of Reporting Person*     CONNELLY SERENA S |         |          |  |  |  |  |  |  |  |
| (Last)  | (First) | (Middle) |  |  |  |  |  |  |  |
| THREE LINCOLN CENTER, 5430 LBJ FREEWAY<br>SUITE 1700        |         |          |  |  |  |  |  |  |  |
| (Street)  |         |          |  |  |  |  |  |  |  |
| DALLAS  | TX      | 75240    |  |  |  |  |  |  |  |
| (City)  | (State) | (Zip)    |  |  |  |  |  |  |  |
| 1. Name and Address of Reporting Person*  NL INDUSTRIES INC |         |          |  |  |  |  |  |  |  |
| (Last)  | (First) | (Middle) |  |  |  |  |  |  |  |
| 5430 LBJ FREEWAY, SUITE 1700                                |         |          |  |  |  |  |  |  |  |
| (Street)  |         |          |  |  |  |  |  |  |  |
| DALLAS  | TX      | 75240    |  |  |  |  |  |  |  |
| (City)  | (State) | (Zip)    |  |  |  |  |  |  |  |

## **Explanation of Responses:**

- 1. On July 17, 2018, NL Industries, Inc. ("NL") converted all its 10,000,000 shares of class B common stock, par value \$0.01 per share (the "Class B Shares") of CompX International Inc. ("CompX") into 10,000,000 shares of class A common stock, par value \$0.01 per share, of CompX, for no additional consideration, pursuant to the terms of the Second Amended and Restated Certificate of Incorporation of CompX.
- 2. Directly held by NL. See Exhibit 99.1 to this statement for a description of the relationship of additional persons who may be deemed to beneficially own these shares.
- 3. Directly held by Contran Corporation. See Exhibit 99.1 to this statement for a description of the relationship of additional persons who may be deemed to beneficially own these shares.
- 4. Directly held by Kronos Worldwide, Inc. See Exhibit 99.1 to this statement for a description of the relationship of additional persons who may be deemed to beneficially own these shares.
- 5. Directly held by Serena Simmons Connelly.

## Remarks:

| Andrew B. Nace, Attorney-in-<br>fact, for Lisa K.Simmons, Co-<br>Trustee of the Harold C.<br>Simmons Family Trust No. 2 | 07/18/2018 |
|---|------------|
| Andrew B. Nace, Attorney-infact, for Serena S. Connelly, Co-Trustee of the Harold C. Simmons Family Trust No. 2         | 07/18/2018 |
| Andrew B. Nace, Executive Vice President of NL Industries, Inc.   | 07/18/2018 |
| ** Signature of Reporting Person  | Date       |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

The following is a description of the relationships among the Reporting Persons and certain related entities or persons that may be deemed to beneficially own shares of the class A common stock, par value \$0.01 per share (the "Class A Shares") of CompX, the issuer.

All of the outstanding voting stock of Contran Corporation ("Contran") is held by the Harold C. Simmons Family Trust No. 2 (the "Family Trust") established for the benefit of Lisa K. Simmons and Serena Simmons Connelly and their children, for which Ms. Simmons and Ms. Connelly are co-trustees, or is held directly by Ms. Simmons and Ms. Connelly or entities related to them. Ms. Simmons and Ms. Connelly are sisters.

Ms. Simmons and Ms. Connelly also serve as co-chairs of the Contran board of directors (the "Contran Board"), and one other member of Contran management also serves on the Contran Board. As co-trustees of the Family Trust, Ms. Simmons and Ms. Connelly have the shared power to vote and direct the disposition of the shares of Contran stock held by the Family Trust, and Ms. Simmons and Ms. Connelly each has the power to vote and direct the disposition of shares of Contran stock they hold directly or which is held by other entities related to them.

Contran is the holder of 100% of the outstanding common stock of Dixie Rice Agricultural L.L.C.("Dixie Rice") and may be deemed to control Dixie Rice. Dixie Rice is the direct holder of 100% of the outstanding common stock of Valhi Holding company ("VHC") and may be deemed to control VHC.

Ms. Simmons and Ms. Connelly directly hold, or are related to the following persons or entities that directly hold, the following percentages of the outstanding Class A Shares:

| NL   | 86.  | 6% |
|--|------|----|
| ContranLess                                      | than | 1% |
| Kronos Worldwide, Inc. ("Kronos Worldwide") Less | than | 1% |
| Serena Simmons Connelly Less                     | than | 1% |

There are no shares of class B common stock of CompX outstanding. Ms. Simmons and Ms. Connelly directly hold, or are related to the following persons or entities that directly hold, the following percentages of the outstanding shares of NL common stock: Valhi, Inc. ("Valhi").....82.9% Kronos Worldwide.....Less than 1% Serena Simmons Connelly.....Less than 1% Together, Valhi and Kronos Worldwide may be deemed to control NL. Ms. Simmons and Ms. Connelly directly hold, or are related to the following persons or entities that directly hold, the following percentages of the outstanding shares of Kronos Worldwide common stock: NLKW Holding LLC ("NLKW").......30.4% Contran..... Less than 1% Serena Simmons Connelly......Less than 1% Together, Valhi, NL (and its wholly-owned subsidiary NLKW) and Contran may be deemed to control Kronos Worldwide. Ms. Simmons and Ms. Connelly directly hold, or are related

Ms. Simmons and Ms. Connelly directly hold, or are related to the following persons or entities that directly hold, the following percentages of the outstanding shares of Valhi common

VHC......91.5%

Serena Simmons Connelly.....Less than 1%

stock:

VHC may be deemed to control Valhi. Contran may be deemed to control VHC, by virtue of its ownership of Dixie Rice shares.

NL (including a wholly-owned subsidiary of NL) and Kronos

Worldwide own 14,372,970 shares and 1,724,916 shares, respectively of Valhi common stock. As already stated, Valhi is the direct holder of approximately 82.9% of the outstanding shares of common stock of NL and 50.0% of the outstanding shares of Kronos Worldwide common stock. As a result of Valhi's direct and indirect ownership of NL and Kronos Worldwide and pursuant to Delaware law and Section 13(d)(4) of the Exchange Act, Valhi treats the shares of Valhi common stock that NL and Kronos Worldwide own as treasury stock for voting purposes. For the purposes of this statement, such shares of Valhi common stock that NL and Kronos Worldwide hold are not deemed outstanding.

By virtue of the stock ownership of each of Kronos Worldwide, NL, Valhi, VHC, Dixie Rice and Contran, the role of Ms. Simmons and Ms. Connelly as co-trustees of the Family Trust, Ms. Simmons and Ms. Connelly being beneficiaries of the Family Trust, the direct holdings of Contran voting stock by each of Ms. Simmons, Ms. Connelly and entities related to them, the positions as co-chairs of the Contran Board by each of Ms. Simmons and Ms. Connelly, in each case as described above, (a) Ms. Simmons and Ms. Connelly may be deemed to control the Family Trust, Contran, Dixie Rice, VHC, Valhi, NL, and Kronos Worldwide and CompX and (b) Ms. Simmons and Ms. Connelly, Contran, Dixie Rice, VHC, Valhi, NL and Kronos Worldwide may be deemed to possess indirect beneficial ownership of, and a pecuniary interest in, shares of common stock directly held by such entities, including any Class A Shares. However, except for the 2,000 Class A Shares she holds directly, Ms. Connelly disclaims beneficial ownership of all Class A Shares, except to the extent of her pecuniary interest in such Shares, if any. Ms. Simmons disclaims beneficial ownership of all Class A Shares except to the extent of her pecuniary interest in such shares, if any.