
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)
May 18, 2023

NL INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction
of incorporation)

1-640
(Commission
File Number)

13-5267260
(IRS Employer
Identification No.)

5430 LBJ Freeway, Suite 1700, Dallas, Texas
(Address of principal executive offices)

75240-2620
(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):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock	NL	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The registrant held its 2023 annual meeting of shareholders on May 18, 2023. At the 2023 annual meeting, the registrant's shareholders voted on the four proposals described in detail in the registrant's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on March 29, 2023. Shareholders present at the 2023 annual meeting, either in person or by proxy, represented 94.6% of the 48,815,734 shares eligible to vote at the meeting.

PROPOSAL 1: ELECTION OF DIRECTORS

The registrant's shareholders elected Ms. Loretta J. Feehan, Mr. John E. Harper, Ms. Meredith W. Mendes, Mr. Cecil H. Moore, Jr., Ms. Courtney J. Riley, Mr. Michael S. Simmons and Gen. Thomas P. Stafford (ret.) as directors. Each director nominee received votes "For" his or her election from at least 86.9% of the shares eligible to vote at the annual meeting.

PROPOSAL 2: SAY-ON-PAY, NONBINDING ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION

The registrant's shareholders adopted a resolution, on a nonbinding advisory basis, approving the compensation of the registrant's named executive officers as described in the registrant's 2023 proxy statement. The resolution received the approval from 86.6% of the shares eligible to vote at the annual meeting.

PROPOSAL 3: SAY-WHEN-ON-PAY, NONBINDING ADVISORY VOTE ON THE PREFERRED FREQUENCY OF EXECUTIVE COMPENSATION VOTES

The registrant's shareholders voted, on a nonbinding advisory basis, on the preferred frequency of every year, every other year or every third year for future advisory votes on the named executive officer compensation as disclosed pursuant to the compensation disclosure rules of the U.S. Securities and Exchange Commission. An annual vote on such named executive officer compensation received the vote of 90.2% of the shares eligible to vote at the annual meeting. In light of the results of this nonbinding advisory vote, the registrant intends to hold an annual nonbinding advisory vote on such named executive officer compensation until the next required vote on the frequency of shareholder votes on the compensation of executives.

PROPOSAL 4: 2023 NON-EMPLOYEE DIRECTOR STOCK PLAN

The registrant's shareholders approved the NL Industries, Inc. 2023 Non-Employee Director Stock Plan. The plan received the approval from 92.9% of the shares eligible to vote at the annual meeting.

Item 7.01 Regulation FD Disclosure.

The registrant hereby furnishes the information set forth in its press release issued on May 18, 2023, a copy of which is attached as Exhibit 99.1 and incorporated herein by reference. The information the registrant furnishes in this report under this Item 7.01, and the exhibit in Item 9.01, is not deemed "filed" for purposes of section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Registration statements or other documents filed with the U.S. Securities and Exchange Commission shall not incorporate this information by reference, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Item No.	Description
99.1	Press release dated May 18, 2023 issued by the registrant.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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)

Date: May 18, 2023

By: /s/Amy A. Samford

Executive Vice President and

Chief Financial Officer



NL INDUSTRIES, INC. ANNOUNCES QUARTERLY DIVIDEND AND RESULTS OF ANNUAL SHAREHOLDER MEETING

DALLAS, TEXAS – May 18, 2023 – NL Industries, Inc. (NYSE: NL) announced that its board of directors has declared a quarterly dividend of seven cents (\$0.07) per share on its common stock, payable on June 20, 2023 to shareholders of record at the close of business on June 5, 2023.

NL Industries also announced that at its 2023 annual shareholder meeting held today its shareholders had:

- elected each of Loretta J. Feehan, John E. Harper, Meredith W. Mendes, Cecil H. Moore, Jr., Courtney J. Riley, Michael S. Simmons and Thomas P. Stafford as a director for a one-year term;
- adopted a resolution that approved, on a nonbinding advisory basis, the compensation of its named executive officers as disclosed in the proxy statement for the 2023 annual shareholder meeting;
- approved, on a nonbinding advisory basis, an annual nonbinding advisory vote on named executive officer compensation as such compensation is disclosed pursuant to the compensation disclosure rules of the U.S. Securities and Exchange Commission; and
- approved the NL Industries, Inc. 2023 Non-Employee Director Stock Plan.

NL Industries, Inc. is engaged in the component products (security products and recreational marine components) and chemicals (TiO₂) businesses.

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Investor Relations Contact

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Senior Vice President and Treasurer
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