

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)
March 13, 2020

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 13, 2020, Kelly D. Luttmer, executive vice president and chief tax officer of the registrant, provided notice to the registrant that, effective as of June 1, 2020, she will retire as an officer of the registrant. In connection with her retirement from the registrant, Ms. Luttmer has also provided notice to Valhi, Inc. (“Valhi”), Kronos Worldwide, Inc. (“Kronos Worldwide”) and CompX International Inc. (“CompX”), affiliates of the registrant, that she will also retire as an officer of those companies as of such date. Following such retirements, Ms. Luttmer will continue to be employed by Contran Corporation (“Contran”), the privately-held parent corporation of the registrant, and will continue to serve as executive vice president and chief tax officer of Contran.

Following such retirement notice of Ms. Luttmer, the registrant’s board of directors took action, also effective as of June 1, 2020, to:

- elect Darci B. Scott as vice president, tax of the registrant; and
- designate Ms. Scott as an executive officer of the registrant.

Ms. Scott, age 45, has served in various tax accounting positions with various companies related to the registrant and Contran since 2006 and currently serves as vice president, tax of Valhi. Beginning June 1, 2020, she will also serve as an executive officer of CompX as its vice president, tax and of Valhi as its vice president, tax – financial reporting.

Ms. Scott is an employee of Contran and will provide her services to the registrant under an intercorporate services agreement between the registrant and Contran. For a description of the intercorporate services agreement, see “Certain Relationships and Transactions” in the registrant’s 2019 proxy statement, which description is incorporated herein by reference. In addition, for a discussion of potential conflicts of interest of officers who serve more than one corporation, see “Certain Relationships and Transactions” in the 2019 proxy statement, which discussion is also incorporated herein by reference.

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: March 18, 2020

By: /s/ Clarence B. Brown, III
Clarence B. Brown, III,
Vice President and Secretary