

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

FORM 8-K/A  
(Amendment No. 1)

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)  
September 24, 2004

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.)
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5430 LBJ Freeway, Suite 1700, Dallas, Texas

-----  
(Address of principal executive offices)

75240-2697

-----  
(Zip Code)

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

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))

The Registrant hereby amends Item 9.01 of this Current Report on Form 8-K to provide the financial statements required by Item 9.01(a) and Item 9.01(b) and Exhibit 23.1.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

The audited consolidated financial statements of CompX International Inc. included in CompX's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 1-13905) are included herein as Exhibit 99.4.

The unaudited consolidated financial statements of CompX International Inc. included in CompX's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 (File no. 1-13905) are included herein as Exhibit 99.6.

(b) Pro forma financial information.

The Unaudited Pro Forma Condensed Consolidated Financial Statements of NL Industries, Inc. are included herein as Exhibit 99.5

(c) Exhibits.

Item No.	Exhibit Index
10.1*	Stock Purchase Agreement dated September 24, 2004 between Valhi, Inc. and Valcor, Inc., as sellers, and NL Industries, Inc. as purchaser. The disclosure schedule attachment to this Exhibit 10.1 has not been filed; upon request, the registrant will furnish supplementally to the Securities and Exchange Commission a copy of this attachment.
10.2*	Promissory Note dated September 24, 2004 in the original principal amount of \$31,422,500.00 payable to the order of NL Industries, Inc. and executed by Kronos Worldwide, Inc.
23.1**	Consent of PricewaterhouseCoopers LLP.
99.1*	Promissory Note dated September 24, 2004 in the original principal amount of \$162,500,000.00 payable to the order of Valcor, Inc. and executed by Kronos Worldwide, Inc.
99.2*	Promissory Note dated September 24, 2004 in the original principal amount of \$6,077,500.00 payable to the order of Valhi, Inc. and executed by Kronos Worldwide, Inc.
99.3*	Press release jointly issued by Valhi, Inc. and NL Industries, Inc. on September 24, 2004.
99.4**	Audited consolidated financial statements of CompX International Inc. - incorporated by reference to CompX's Annual Report on Form 10-K (File No. 1-13905) for the year ended December 31, 2003.
99.5**	Unaudited Pro Forma Condensed Consolidated Financial Statements of NL Industries, Inc.
99.6**	Unaudited consolidated financial statements of CompX International Inc. - incorporated by reference to CompX's Quarterly Report on Form 10-Q (File No. 1-13905) for the quarter ended June 30, 2004.

\* Previously filed.

\*\* Filed herewith.

(d) 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: October 27, 2004

INDEX TO EXHIBITS

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\* Previously filed.

\*\* Filed herewith.



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the (i) Registration Statement on Form S-8 (File No. 33-29287) and related Prospectus pertaining to the 1989 Long-Term Performance Incentive Plan of NL Industries, Inc., (ii) Registration Statement on Form S-8 (File No. 33-25913) and related Prospectus pertaining to the NL Industries, Inc. Retirement Savings Plan, (iii) Registration Statement on Form S-8 (File No. 333-65817) and related Prospectus pertaining to the 1998 Long-Term Incentive Plan of NL Industries, Inc. and (iv) Registration Statement on Form S-8 (File No. 333-48145) and related Prospectus pertaining to the 1992 Non-Employee Directors Stock Option Plan of NL Industries, Inc., of our report dated February 23, 2004 relating to the consolidated financial statements of CompX International Inc., which is incorporated by reference in this Amendment No. 1 to Current Report on Form 8-K of NL Industries, Inc dated September 24, 2004.

PricewaterhouseCoopers LLP

Dallas, Texas  
October 26, 2004

NL INDUSTRIES, INC. UNAUDITED PRO FORMA CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS

The Unaudited Pro Forma Condensed Consolidated Balance Sheet as of June 30, 2004 gives effect to the following transaction as if such transaction had occurred on June 30, 2004. The Unaudited Pro Forma Condensed Consolidated Statements of Income for the year ended December 31, 2003 and the six months ended June 30, 2004 gives effect to such transaction as if it had occurred as of January 1, 2003:

- o NL's acquisition of an aggregate of 10,374,000 shares of common stock of CompX International Inc. from Valhi, Inc. and Valcor, Inc. (a wholly-owned subsidiary of Valhi) for a purchase price of \$16.25 per share, or an aggregate of approximately \$168.6 million, using as consideration the transfer to Valhi and Valcor of a portion of NL's \$200 million long-term note receivable from Kronos Worldwide, Inc. equal to the aggregate \$168.6 million purchase price.

You should read this information in conjunction with:

- o The accompanying Notes to Pro Forma Condensed Consolidated Financial Statements;
- o The audited consolidated financial statements of NL as of and for the year ended December 31, 2003 included in NL's Annual Report on Form 10-K for the year ended December 31, 2003, filed with the Securities and Exchange Commission ("SEC"), and the unaudited consolidated financial statement of NL as of and for the six months ended June 30, 2004 included in NL's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, as filed with the SEC; and
- o The audited consolidated financial statements of CompX as of and for the year ended December 31, 2003 included in CompX's Annual Report on Form 10-K for the year ended December 31, 2003 filed with the SEC, and the unaudited consolidated financial statement of CompX as of and for the six months ended June 30, 2004 included in CompX's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, as filed with the SEC.

The Unaudited Pro Forma Condensed Consolidated Financial Statements are presented to aid you in your analysis of the financial aspects of NL's acquisition of the shares of CompX common stock. The Unaudited Pro Forma Condensed Consolidated Financial Statements have been derived from NL's and CompX's historical consolidated financial statements. The pro forma adjustments, as described in the notes that follow, are based upon available information and upon certain assumptions that NL believes to be reasonable and factually supportable. The Unaudited Pro Forma Condensed Consolidated Financial Statements are not necessarily indicative of what NL's financial position or results of operations actually would have been had NL completed the acquisition at the dates indicated. In addition, the Unaudited Pro Forma Condensed Consolidated Financial Statements do not purport to project NL's future financial position or results of operations following completion of such acquisition.

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NL Industries, Inc. and Subsidiaries  
Unaudited Pro Forma Condensed Consolidated Balance Sheet  
June 30, 2004  
(In millions)

	NL Historical -----	CompX Historical -----	Pro forma adjustments -----	NL pro forma -----
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 115.8	\$ 11.6	\$ -	\$ 127.4
Restricted cash equivalents and debt securities	20.1	-	-	20.1

Receivables	204.4	28.7	-	233.1
Inventories	209.8	24.8	-	234.6
Prepaid expenses	4.4	1.1	-	5.5
Deferred income taxes	11.0	2.0	-	13.0
	-----	-----	-----	-----
Total current assets	565.5	68.2	-	633.7
Marketable securities	53.6	-	-	53.6
Restricted debt securities	9.4	-	-	9.4
Receivable from affiliate	12.0	-	-	12.0
Property and equipment, net	413.9	74.9	-	488.8
Investment in TiO2 joint venture	120.7	-	-	120.7
Goodwill	6.4	43.0	3.0	52.4
Other intangible assets	1.7	1.8	-	3.5
Deferred income taxes	179.6	.5	-	180.1
Other assets	27.3	.4	-	27.7
	-----	-----	-----	-----
Total assets	\$1,390.1	\$188.8	\$ 3.0	\$1,581.9
	=====	=====	=====	=====

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NL Industries, Inc. and Subsidiaries  
Unaudited Pro Forma Condensed Consolidated Balance Sheet (Continued)  
June 30, 2004  
(In millions)

	NL Historical	CompX Historical	Pro forma adjustments	NL pro forma
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Current long-term debt	\$ .1	\$ -	\$ -	\$ .1
Payables and accruals	191.6	23.3	-	214.9
Income taxes payable	7.2	1.0	-	8.2
Deferred income taxes	23.8	.5	-	24.3
	-----	-----	-----	-----
Total current liabilities	222.7	24.8	-	247.5
	-----	-----	-----	-----
Noncurrent liabilities:				
Long-term debt	346.7	2.1	-	348.8
Notes payable to affiliate	-	-	168.6	168.6
Accrued pension costs	79.1	-	-	79.1
Accrued OPEB costs	22.0	-	-	22.0
Accrued environmental costs	57.2	-	-	57.2
Deferred income taxes	55.9	4.2	26.4	86.5
Other noncurrent liabilities	19.3	-	-	19.3
	-----	-----	-----	-----
Total noncurrent liabilities	580.2	6.3	195.0	781.5
	-----	-----	-----	-----
Minority interest	210.8	-	49.8	260.6
	-----	-----	-----	-----
Total stockholders' equity	376.4	157.7	(241.8)	292.3
	-----	-----	-----	-----
	\$1,390.1	\$188.8	\$ 3.0	\$1,581.9
	=====	=====	=====	=====

See accompanying Notes to Unaudited Pro Forma Condensed  
Consolidated Financial Statements  
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NL Industries, Inc. and Subsidiaries  
 Unaudited Pro Forma Condensed Consolidated Statement of Operations  
 Year ended December 31, 2003  
 (In millions, except per share amounts)

	NL Historical	CompX Historical	Pro forma adjustments		NL pro forma
	-----	-----	-----	-----	-----
Net sales	\$1,008.2	\$207.5	\$ -	\$ -	\$1,215.7
Cost of sales	739.2	172.8	-	-	912.0
	-----	-----	-----	-----	-----
Gross margin	269.0	34.7	-	-	303.7
Selling, general, and administrative expenses	124.4	27.3	-	-	151.7
Other expenses, net	53.8	4.0	-	-	57.8
	-----	-----	-----	-----	-----
Income from operations	90.8	3.4	-	-	94.2
Interest expense	33.0	1.3	-	15.2	49.5
Other nonoperating income, net	6.4	.2	-	-	6.6
	-----	-----	-----	-----	-----
Income before income taxes and minority interest	64.2	2.3	-	(15.2)	51.3
Provision for income taxes (benefit)	(1.5)	1.0	.1	(6.1)	(6.5)
Minority interest in net earnings	2.0	-	.4	-	2.4
	-----	-----	-----	-----	-----
Net income	\$ 63.7	\$ 1.3	\$ (.5)	\$ (9.1)	\$ 55.4
	=====	=====	=====	=====	=====
Diluted net income per share	\$ 1.33				\$ 1.16
	-----				-----
Common shares used in calculation of per share amounts	47.8				47.8
	-----				-----

See accompanying Notes to Unaudited Pro Forma Condensed  
 Consolidated Financial Statements  
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NL Industries, Inc. and Subsidiaries  
 Unaudited Pro Forma Condensed Consolidated Statement of Income  
 Six months ended June 30, 2004  
 (In millions, except per share amounts)

	NL Historical	CompX Historical	Pro forma adjustments		NL pro forma
	-----	-----	-----	-----	-----
Net sales	\$ 559.1	\$109.8	\$ -	\$ -	\$ 668.9
Cost of sales	429.8	86.5	-	-	516.3
	-----	-----	-----	-----	-----
Gross margin	129.3	23.3	-	-	152.6
Selling, general and administrative expenses	70.2	15.0	-	-	85.2
Other income (expense), net	(3.9)	.4	-	-	(3.5)
	-----	-----	-----	-----	-----
Income from operations	55.2	8.7	-	-	63.9
Interest expense	17.8	.3	-	7.6	25.7
Other nonoperating income, net	1.9	.1	-	-	2.0
	-----	-----	-----	-----	-----
Income before income taxes and minority interest	39.3	8.5	-	(7.6)	40.2
Provision for income taxes (benefit)	(281.6)	3.7	.2	(3.0)	(280.7)
Minority interest in net earnings	137.8	-	1.5	-	139.3
	-----	-----	-----	-----	-----

Net income	\$ 183.1	\$ 4.8	\$ (1.7)	\$ (4.6)	\$ 181.6
	=====	=====	=====	=====	=====
Diluted net income per share	\$ 3.79				\$ 3.75
	=====				=====
Common shares used in calculation of per share amounts	48.4				48.4
	=====				=====

See accompanying Notes to Unaudited Pro Forma Condensed  
Consolidated Financial Statements  
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NL INDUSTRIES, INC. AND SUBSIDIARIES  
NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS

Note 1 - Basis of presentation:

On September 24, 2004, NL Industries, Inc. completed the acquisition of an aggregate of 10,374,000 shares of the common stock of CompX International Inc. from Valhi, Inc. and Valcor, Inc. (a wholly-owned subsidiary of Valhi). Such shares of CompX common stock represent approximately 68% of the total number of shares of CompX common stock outstanding. Valhi owns, directly or through another wholly-owned subsidiary of Valhi, approximately 84% of the outstanding common shares of NL. Contran Corporation owns, directly or through subsidiaries, approximately 90% of the outstanding common stock of Valhi. The purchase price for such NL shares was \$16.25 per share, or an aggregate of approximately \$168.6 million. The consideration for such CompX shares acquired by NL consisted of NL's transfer to Valhi and Valcor of a portion of NL's \$200 million long-term note receivable from Kronos Worldwide, Inc. equal to the aggregate \$168.6 million purchase price.

Valhi, Valcor, NL and CompX are all entities under the common control of Contran. Accordingly, under accounting principles generally accepted in the United States of America, NL's acquisition of the CompX shares results in a change in reporting entity for NL, and NL will account for the acquisition of the shares of CompX common stock in a manner similar to a pooling-of-interests. NL will record the CompX shares acquired from Valhi and Valcor at their carry-over basis, including any incremental deferred income taxes Valhi and Valcor have recognized with respect to their investment in CompX. Any excess of the aggregate \$168.6 million principal amount of NL's note receivable from Kronos transferred to Valhi and Valcor over the net carrying value of Valhi's and Valcor's investment in CompX is accounted for as a reduction of NL's consolidated stockholders' equity. NL will consolidate the financial position, result of operations and cash flows of CompX as of the beginning of the period in which the acquisition is completed, and NL will retroactively restate all prior periods for comparability to also reflect the consolidation of CompX.

The Unaudited Pro Forma Condensed Consolidated Balance Sheet as of June 30, 2004 gives effect to NL's acquisition of the shares of CompX common stock from Valhi and Valcor as if such acquisition had occurred on June 30, 2004. The Unaudited Pro Forma Condensed Consolidated Statements of Income for the year ended December 31, 2003 and the six months ended June 30, 2004 gives effect to such transaction as it had occurred as of January 1, 2003. The pro forma adjustments are explained in more detail below.

Valhi's and Valcor's aggregate net investment in CompX, the minority interest in CompX's net assets and the excess of NL's purchase price for the shares of CompX common stock acquired over the net carrying value of Valhi's and Valcor's net investment in CompX, in each case as of June 30, 2004, is presented in the table below.

	Amount (In millions) -----
Valhi's and Valcor's net investment in CompX	
CompX historical net assets	\$157.7 =====
Valhi/Valcor pro-rata share of CompX's historical net assets	\$107.9
Valhi/Valcor purchase accounting adjustments - goodwill	3.0 ----- 110.9
Less Valhi/Valcor incremental deferred income taxes related to their investment in CompX	26.4 -----
Net investment in CompX	\$ 84.5 =====
Minority interest in CompX's net assets	
CompX historical net assets	\$157.7
Less Valhi/Valcor pro-rata share of CompX's historical net assets	107.9 -----
Minority interest in CompX's net assets	\$ 49.8 =====
Excess of NL's purchase price for the CompX shares acquired over the net carrying value of Valhi's and Valcor's net investment in CompX	
Consideration paid aggregate principal amount of note receivable from Kronos transferred to Valhi and Valcor	\$168.6
Valhi's and Valcor's net investment of CompX	84.5 -----
Excess charged to NL's stockholders' equity	\$ 84.1 =====

As noted above, NL will record the CompX shares acquired from Valhi and Valcor at their carry-over basis, including any incremental deferred income taxes Valhi and Valcor have recognized with respect to their investment in CompX. The pro forma adjustment related to goodwill recognizes the goodwill

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attributable to Valhi's and Valcor's aggregate net investment in CompX. The pro forma adjustment related to noncurrent deferred income taxes recognizes the incremental deferred incomes related to Valhi's and Valcor's investment in CompX. The pro forma adjustment related to minority interest recognizes the minority interest in CompX's net assets that are attributable to CompX shareholders other than Valhi and Valcor.

As noted above, the consideration for the CompX shares acquired by NL consisted of NL's transfer to Valhi and Valcor of a portion of NL's \$200 million long-term note receivable from Kronos equal to the aggregate \$168.6 million purchase price. At June 30, 2004, NL consolidated Kronos' financial position, and accordingly NL's \$200 million note receivable from Kronos and Kronos' \$200

million note payable to NL are both eliminated in the preparation of NL's historical consolidated balance sheet at such date. The pro forma adjustment related to noncurrent notes payable to affiliates represents that portion of Kronos' \$200 million long-term note payable to NL that would no longer be eliminated in the preparation of NL's consolidated balance sheet because \$168.6 million of such note payable would now be payable to Valhi and Valcor. Also as noted above, any excess of the aggregate \$168.6 million principal amount of NL's note receivable from Kronos transferred to Valhi and Valcor over the net carrying value of Valhi's and Valcor's investment in CompX is accounted for as a reduction of NL's consolidated stockholders' equity. NL's pro forma consolidated stockholders' equity at June 30, 2004 is comprised of (i) \$376.4 million (NL's historical consolidated stockholders' equity at such date) less (ii) the \$84.1 million excess of the aggregate principal amount of NL's note receivable from Kronos transferred to Valhi and Valcor over the net carrying value of Valhi's and Valcor's investment in CompX at such date.

Note 3- Pro forma adjustments - Unaudited Condensed Consolidated Statement of Operations:

The aggregate amount of CompX's net income that accrued to Valhi and Valcor for financial reporting purposes for the year ended December 31, 2003 and the six months ended June 30, 2004, net of related incremental deferred income taxes, and the minority interest in CompX's net earnings for such periods, are presented in the table below.

	Year ended December 31, 2003 -----	Six months ended June 30, 2004 -----
	(In millions)	
CompX historical net income	\$1.3 ====	\$4.8 ====
Valhi/Valcor pro-rata share of CompX's historical net income	\$ .9	\$3.3
Valhi/Valcor incremental deferred income taxes related to their equity in CompX's historical net income	.1 ----	.2 ----
Net	\$ .8 ====	\$3.1 ====
CompX historical net income	\$1.3	\$4.8
Valhi/Valcor pro rata shares of CompX's net income	.9 ----	3.3 ----
Minority interest in CompX's net earnings	\$ .4 ====	\$1.5 ====

As noted above, NL will record the CompX shares acquired from Valhi and Valcor at their carry-over basis including any incremental deferred income taxes Valhi and Valcor have recognized with respect to their investment in CompX. The

pro forma adjustment related to the provision for income taxes recognizes the incremental deferred incomes related to Valhi's and Valcor's aggregate net equity in CompX's historical net income. The pro forma adjustment related to minority interest recognizes the minority interest in CompX's net income that is attributable to CompX shareholders other than Valhi and Valcor.

As noted above, the consideration for the CompX shares acquired by NL consisted of NL's transfer to Valhi and Valcor of a portion of NL's \$200 million, 9% note receivable from Kronos equal to the aggregate \$168.6 million purchase price. During the year ended December 31, 2003 and the six months ended June 30, 2004, NL consolidated Kronos' results of operations, and accordingly the interest income related to NL's \$200 million note receivable from Kronos,

and the interest expense related to Kronos' note payable to NL, have both been eliminated in the preparation of NL's historical consolidated income statements for such periods. The pro forma adjustment related to interest expense represents the interest expense on that portion of Kronos' \$200 million long-term note payable to NL that would no longer be eliminated in the preparation of NL's consolidated income statement since \$168.6 million of such note payable would now be payable to Valhi and Valcor. Kronos distributed such \$200 million note payable to NL in December 2003. However, for purposes of these unaudited pro forma condensed consolidated financial statements, we have assumed such note payable was distributed to NL on January 1, 2003. The pro forma adjustment to interest expense for the year ended December 31, 2003 is \$15.2 million (\$168.6 million at 9% per annum), and the pro forma adjustment to interest expense for the six months ended June 30, 2004 is \$7.6 million (one-half of the annual amount). An income tax benefit has been recognized with respect to the pro forma adjustment to interest expense using the estimated combined U.S. federal and state effective income tax rate of 40%.