

VALHI INC /DE/

Form DFAN14A

May 04, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by Registrant:

Filed by a Party other than the Registrant:

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

Valhi, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4)Date Filed:

Valhi, Inc.
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May 1, 2015

Notice to Our Stockholders:

Subsequent to the filing of the proxy statement for the 2015 Annual Meeting of Stockholders of Valhi, Inc., Mary A. Tidlund informed us she would not be standing for re-election as a member of our board of directors. Because Ms. Tidlund will not be a nominee for election as a director at the annual meeting, there are now only seven nominees for election as directors. Each of the other nominees is named in our 2015 proxy statement. We anticipate the board of directors will reduce the size of the board to seven members, effective with the annual meeting. Any votes cast for Ms. Tidlund will not be counted. It is not necessary for you to re-vote your shares if you have already voted or to obtain a new proxy card if you have not yet voted. Any stockholder of record who may desire to re-vote or change a previously executed proxy, however, may do so by following the procedures set forth in our 2015 proxy statement.

Our 2015 proxy statement and annual report to stockholders (including Valhi's Annual Report on Form 10 K for the fiscal year ended December 31, 2014) are available at www.valhi.info/investor.