

KRONOS WORLDWIDE INC  
Form 8-K  
October 31, 2007

**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)  
**October 25, 2007**

**Kronos Worldwide, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**1-31763**  
(Commission  
File Number)

**76-0294959**  
(IRS Employer  
Identification No.)

**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**

(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))



**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

At its meeting on October 25, 2007, the registrant's board of directors, pursuant to Article VI of the registrant's first amended and restated certificate of incorporation, amended and restated the registrant's bylaws. The registrant's bylaws as amended and restated on October 25, 2007 are filed as Exhibit 3.1 to this current report. Among other things, the amendments approved on October 25, 2007 provide for:

- sending certain required notices by electronic transmission;
- the ability to conduct business at a special stockholder meeting that is not specified in the notice of the meeting;
  - confidential voting of stockholders;
- certain limitations regarding the setting of stockholder record dates;
  - the ability to maintain meeting minutes in electronic form;
- the removal of the requirement that a person seeking indemnification from the registrant under the bylaws must provide an affirmation, but keeping the requirement that such a person must undertake to repay any amount received under the indemnification provisions of the bylaws if it is later determined that the person was not entitled to the payment;
- the advancement of expenses, rather than reasonable expenses, incurred by a person entitled to indemnification by the registrant;
- the ability of the registrant to reject any claim of indemnification or advancement of expenses if such claim is not permitted by law, provided, however, that the registrant bear the burden of proving such a defense;
  - the requirement that any right to indemnification or advancement of expenses not provided for in the bylaws must be approved in certain instances by a vote of disinterested directors; and
    - the ability of the registrant to issue uncertificated shares.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Item No.</b> | <b>Description</b>   |
|-----------------|--|
| 3.1*            | Bylaws of Kronos Worldwide, Inc. (Amended and Restated as of October 25, 2007) |

\*

Filed herewith

**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.

**Kronos Worldwide, Inc.**  
(Registrant)

Date: October 31, 2007

By: /s/ A. Andrew R. Louis  
*A. Andrew R. Louis, Secretary*

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**INDEX TO EXHIBITS**

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