

NL INDUSTRIES INC
Form 8-K
March 22, 2019
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 18, 2019

NL Industries, Inc.

(Exact name of registrant as specified in its charter)

New Jersey

1-640

13-5267260

(IRS

(State or other jurisdiction of incorporation) (Commission Employer
File Number) Identification
No.)

5430 LBJ Freeway, Suite 1700, Dallas, Texas

75240-2697

(Address of principal executive offices)

(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))

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.

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 18, 2019, Gregory M. Swalwell, executive vice president and chief financial officer of the registrant, provided notice to the registrant that, effective as of June 1, 2019, he will retire as an officer of the registrant. In connection with his retirement from the registrant, Mr. Swalwell has also provided notice to Kronos Worldwide, Inc., Valhi, Inc. (“Valhi”) and CompX International Inc. (“CompX”), affiliates of the registrant, that he will also retire as an officer of those companies as of such date. Following such retirements, Mr. Swalwell 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, chief financial officer and chief accounting officer of Contran.

Following such retirement notice of Mr. Swalwell, the registrant’s board of directors took action, also effective as of June 1, 2019, to:

- elect Amy Allbach Samford, currently the registrant’s vice president and controller, as the registrant’s vice president and chief financial officer; and
- elect Patty S. Brinda as the registrant’s vice president and controller.

Ms. Samford, age 44, has served as vice president and controller of each of the registrant and Valhi since 2016, and of Contran since 2017. Beginning June 1, 2019, she will also serve as vice president and chief financial officer of CompX, and will continue to serve as vice president and controller of Valhi and Contran. Ms. Samford has served in various accounting and financial positions (including officer positions) in various companies related to us and Contran since 2006.

Ms. Brinda, age 56, has served in various accounting and financial positions in various companies related to us and Contran since 1989.

As already disclosed in the registrant’s filings with the U.S. Securities and Exchange Commission, Ms. Samford is an employee of Contran and provides her services to the registrant under an intercorporate services agreement between the registrant and Contran. Ms. Brinda is also an employee of Contran and will also provide her services to the registrant under such intercorporate services agreement. For a description of the intercorporate services agreement, see “Certain Relationships and Transactions” in the registrant’s 2018 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 2018 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)

By: /s/ Clarence B. Brown, III

Date: March 22, 2019 Clarence B. Brown, III, Vice President and Secretary