

NL INDUSTRIES INC  
Form 8-K  
May 23, 2014

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)  
May 22, 2014

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)

75240-2697  
(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 5.07 Submission of Matters to a Vote of Security Holders.

The registrant held its 2014 annual meeting of shareholders on May 22, 2014. At the 2014 annual meeting, the registrant's shareholders voted on the two proposals described in detail in the registrant's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 2, 2014. Shareholders present at the 2014 annual meeting, either in person or by proxy, represented 94.9% of the 48,673,884 shares eligible to vote at the meeting.

Proposal 1: Election of Directors

The registrant's shareholders elected Loretta J. Feehan, Robert D. Graham, Cecil H. Moore, Jr., Thomas P. Stafford, Steven L. Watson and Terry N. Worrell as directors. Each director nominee received votes "For" his or her election from at least 90.2% of the shares eligible to vote at the annual meeting.

Proposal 2: Say-on-Pay, Nonbinding Advisory Vote Approving Executive Compensation

The registrant's shareholders adopted a resolution, on a nonbinding advisory basis, approving the compensation of the registrant's named executive officers as described in the registrant's 2014 proxy statement. The resolution received the approval from 93.0% of the shares eligible to vote at the annual meeting.

Item 7.01 Regulation FD Disclosure.

The registrant also hereby furnishes the information set forth in its press release issued on May 22, 2014, a copy of which is attached as Exhibit 99.1 and incorporated herein by reference. The information the registrant furnishes in this report under this Item 7.01, and the exhibit in Item 9.01, are not deemed "filed" for purposes of section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Registration statements or other documents filed with the U.S. Securities and Exchange Commission shall not incorporate this information by reference, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Item No.

Exhibit Index

99.1

Press release dated May 22, 2014 issued by the registrant.

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 / A . A n d r e w R .  
Louis  
A. Andrew R. Louis, Secretary

Date: May 22, 2014

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INDEX TO EXHIBITS

| Item No. | Exhibit Index  |
|----------|--|
| 99.1     | Press release dated May 22, 2014 issued by the registrant. |