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KRONOS INTERNATIONAL INC
Form 8-K
June 20, 2005

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)
June 14, 2005

Kronos International, Inc.

(Exact name of Registrant as specified in its charter)

Delaware	333-100047	22-2949593
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(State or other jurisdiction of incorporation) No.)	(Commission File Number)	(IRS Employer Identification
5430 LBJ Freeway, Suite 1700, Dallas, Texas		75240-2697
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(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))

Item 1.01 Entry into a Material Definitive Agreement

On June 14, 2005, certain indirect operating subsidiaries of the Company, Kronos Titan GmbH, Kronos Europe S.A./N.V., Kronos Titan AS, Kronos Norge AS, Titania AS and Kronos Denmark ApS (collectively, the "Borrowers") entered into the Second Amendment Agreement Relating to a Facility Agreement dated June 25,

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2002 (the "Amendment") with Deutsche Bank AG as mandated lead arranger, Deutsche Bank Luxembourg S.A. as agent and the lenders participating in the amended revolving credit facility (collectively, the "Lenders"). The Amendment extends the term and amends certain other terms and conditions of the original euro 80 million secured revolving credit facility between the Borrowers and the lenders participating in such original credit facility (the "Amended Revolving Credit Facility"). The Amended Revolving Credit Facility matures in June 2008. Borrowings under the Amended Revolving Credit Facility bear interest at the applicable interbank market rate plus 1.125%. The Amended Revolving Credit Facility is collateralized by the accounts receivable and the inventories of the Borrowers and a limited pledge of all of the other assets of Kronos Europe S.A./N.V. The Amended Revolving Credit Facility contains representations, warranties and covenants customary in lending transactions of this type, including certain restrictive covenants that, among other things, restrict the ability of the Borrowers to incur debt, incur liens, pay dividends or merge or consolidate with, or sell or transfer all or substantially all of their assets to, another entity. There is no material relationship between the Company or the Borrowers and the Lenders other than the Amended Revolving Credit Facility described herein. The Amendment, including the Amended Revolving Credit Facility attached thereto as Schedule 2, is attached hereto as Exhibit 10.1 and is incorporated herein by this reference, and the foregoing summary is qualified in its entirety by reference to such Amendment.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Item No.	Exhibit Index
10.1	Second Amendment Agreement Relating to a Facility Agreement dated June 25, 2002 executed as of June 14, 2005 by and among Deutsche Bank AG, as mandated lead arranger, Deutsche Bank Luxembourg S.A. as agent, the participating lenders, Kronos Titan GmbH, Kronos Europe S.A./N.V, Kronos Titan AS, Kronos Norge AS, Titania AS and Kronos Denmark ApS. Certain schedules, exhibits, annexes and similar attachments to this Exhibit 10.1 have not been filed; upon request, the Reporting Persons will furnish supplementally to the Commission a copy of any omitted exhibit, annex or attachment.

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 INTERNATIONAL, INC.
(Registrant)

By: /s/ Gregory M. Swalwell

Gregory M. Swalwell
Vice President, Finance and
Chief Financial Officer

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Date: June 20, 2005

INDEX TO EXHIBITS

Exhibit No. -----	Description -----
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