# COMPX INTERNATIONAL INC.

**THREE LINCOLN CENTRE**
**5430 LBJ FREEWAY, SUITE 1700**
**DALLAS, TEXAS 75240-2697**

April 29, 2013

To our Stockholders:

You are cordially invited to attend the 2013 annual meeting of stockholders of CompX International Inc., which will be held on Wednesday, May 29, 2013, at 10:00 a.m., local time, at our corporate offices at Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas. The matters to be acted upon at the meeting are described in the attached notice of annual meeting of stockholders and proxy statement.

Whether or not you plan to attend the meeting, please cast your vote as instructed on your proxy card or voting instruction form as promptly as possible to ensure that your shares are represented and voted in accordance with your wishes. Your vote, whether given by proxy or in person at the meeting, will be held in confidence by the inspector of election as provided in our bylaws.

Sincerely,

David A. Bowers
*President and Chief Executive Officer*

# COMPX INTERNATIONAL INC.

**Three Lincoln Centre**
**5430 LBJ Freeway, Suite 1700**
**Dallas, Texas 75240-2697**

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

## To Be Held May 29, 2013

To the Stockholders of CompX International Inc.:

The 2013 annual meeting of stockholders of CompX International Inc. will be held on Wednesday, May 29, 2013, at 10:00 a.m., local time, at our corporate offices at Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas, for the following purposes:

**1.** to elect the six director nominees named in the proxy statement to serve until the 2014 annual meeting of stockholders;

**2.** to approve on an advisory basis our named executive officer compensation; and

**3.** to transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The close of business on April 1, 2013 has been set as the record date for the meeting. Only holders of our class A or B common stock at the close of business on the record date are entitled to notice of and to vote at the meeting. A complete list of stockholders entitled to vote at the meeting will be available for examination during normal business hours by any of our stockholders, for purposes related to the meeting, for a period of ten days prior to the meeting at our corporate offices.

You are cordially invited to attend the meeting. Whether or not you plan to attend the meeting, please cast your vote as instructed on the proxy card or voting instruction form as promptly as possible to ensure that your shares are represented and voted in accordance with your wishes.

By Order of the Board of Directors,

A. Andrew R. Louis

A. Andrew R. Louis, *Secretary*

Dallas, Texas
April 29, 2013

**Important Notice Regarding the Availability of Proxy Materials for the Annual Stockholder Meeting to Be Held on May 29, 2013.**

**The proxy statement and annual report to stockholders (including CompX's Annual Report on Form 10-K for the fiscal year ended December 31, 2012) are available at *www.compx.com/annualmeeting*.**

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## GLOSSARY OF TERMS

"*401(k) Plan*" means The Employee 401(k) Retirement Plan, a defined contribution plan.

"*NYSE MKT*" means the NYSE MKT, the stock exchange on which our shares of class A common stock trade.

"*brokerage firm or other nominee*" means a brokerage firm or other nominee such as a banking institution, custodian, trustee or fiduciary (other than our transfer agent, Computershare) through which a stockholder holds its shares of our common stock.

"*broker/nominee non-vote*" means a non-vote by a brokerage firm or other nominee for shares held for a client's account for which the brokerage firm or other nominee does not have discretionary authority to vote on a particular matter and has not received instructions from the client.

"*CDCT*" means the Contran Amended and Restated Deferred Compensation Trust, an irrevocable "rabbi trust" established by Contran to assist it in meeting certain deferred compensation obligations that it owes to Harold C. Simmons.

"*Computershare*" means Computershare Trust Company, N.A., our stock transfer agent and registrar.

"*CompX*," "*us*," "*we*" or "*our*" means CompX International Inc.

"*Contran*" means Contran Corporation, the parent corporation of our consolidated tax group.

"*Dixie Rice*" means Dixie Rice Agricultural Corporation, Inc., one of our parent corporations.

"*EWI*" means EWI RE, Inc., a reinsurance brokerage and risk management corporation wholly owned by NL.

"*Foundation*" means the Harold Simmons Foundation, Inc., a tax-exempt foundation organized for charitable purposes.

"*Grandchildren's Trust*" means The Annette Simmons Grandchildren's Trust, a trust of which Harold C. Simmons and his wife, Annette C. Simmons, are co-trustees and the beneficiaries of which are the grandchildren of Annette C. Simmons.

"*independent directors*" means the following directors: Norman S. Edelcup, Edward J. Hardin and Ann Manix, and where applicable, our director nominee, George E. Poston.

"*ISA*" means an intercorporate services agreement between Contran and a related company pursuant to which employees of Contran provide certain services, including executive officer services, to such related company on an annual fixed fee basis.

"*Keystone*" means Keystone Consolidated Industries, Inc., one of our publicly held sister corporations that manufactures steel fabricated wire products, industrial wire, bar products, billets and wire rod.

"*Kronos Worldwide*" means Kronos Worldwide, Inc., one of our publicly held sister corporations that is an international manufacturer of titanium dioxide products.

"*named executive officer*" means any person named in the 2012 Summary Compensation Table in this proxy statement.

"*NL*" means NL Industries, Inc., one of our publicly held parent corporations that is a diversified holding company (i) of which we are a subsidiary and (ii) that holds a significant investment in Kronos Worldwide.

"*nonemployee directors*" means the following directors: Serena S. Connelly, Norman S. Edelcup, Edward J. Hardin, Ann Manix and Steven L. Watson, and where applicable, our director nominee, George E. Poston.

"*NYSE*" means the New York Stock Exchange.

"*PwC*" means PricewaterhouseCoopers LLP, our independent registered public accounting firm.

"*record date*" means the close of business on April 1, 2013, the date our board of directors set for the determination of stockholders entitled to notice of and to vote at the 2013 annual meeting of our stockholders.

"*Say-on-Pay*" means the second proposal in this proxy statement for a nonbinding advisory vote for the consideration of our stockholders to approve the compensation of our named executive officers as such proposal is described and as such compensation is disclosed in this proxy statement.

"*SEC*" means the U.S. Securities and Exchange Commission.

"*Securities Exchange Act*" means the Securities Exchange Act of 1934, as amended.

"*stockholder of record*" means a stockholder of our class A or B common stock who holds shares directly (either in certificate or electronic form) in its name with our transfer agent, Computershare.

"*Tall Pines*" means Tall Pines Insurance Company, an indirect wholly owned captive insurance subsidiary of Valhi.

"*TFMC*" means TIMET Finance Management Company, a wholly owned subsidiary of TIMET.

"*TIMET*" means Titanium Metals Corporation, a former publicly held sister corporation of which Precision Castparts Corp. (NYSE: PCP) purchased control on December 20, 2012 in a tender offer and subsequently on January 7, 2013 became a wholly owned subsidiary of Precision Castparts Corp.

"*Valhi*" means Valhi, Inc., one of our publicly held parent corporations that is a diversified holding company of which NL and Kronos Worldwide are subsidiaries.

"*VHC*" means Valhi Holding Company, one of our parent corporations.

"*Waterloo*" means Waterloo Furniture Components Limited, a former wholly owned subsidiary of ours that we sold to Knape & Vogt Manufacturing Company on December 28, 2012.

# COMPX INTERNATIONAL INC.

**Three Lincoln Centre**
**5430 LBJ Freeway, Suite 1700**
**Dallas, Texas 75240-2697**

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## PROXY STATEMENT

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### GENERAL INFORMATION

We are providing this proxy statement in connection with the solicitation of proxies by and on behalf of our board of directors for use at our 2013 annual meeting of stockholders to be held on Wednesday, May 29, 2013 and at any adjournment or postponement of the meeting. We initiated the mailing of our proxy materials on or about April 29, 2013 to the holders of our class A or B common stock as of the close of business on April 1, 2013. The proxy materials include:

- the accompanying notice of the 2013 annual meeting of stockholders;
- this proxy statement;
- our 2012 Annual Report to Stockholders, which includes our Annual Report on Form 10-K for the fiscal year ended December 31, 2012; and
- the proxy card (or voting instruction form if you hold your shares through a brokerage firm or other nominee and not through our transfer agent, Computershare).

We are furnishing our 2012 annual report to all of our stockholders entitled to vote at the 2013 annual meeting. We are not incorporating the 2012 annual report into this proxy statement and you should not consider the annual report as proxy solicitation material. The accompanying notice of annual meeting of stockholders sets forth the time, place and purposes of the meeting. Our principal executive offices are located at Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697.

*Please refer to the Glossary of Terms on page ii for the definitions of certain terms used in this proxy statement.*

### QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

**Q: What is the purpose of the annual meeting?**

A: At the annual meeting, stockholders will vote on the following, as described in this proxy statement:

- Proposal 1 – the election of the six director nominees named in this proxy statement; and
- Proposal 2 – the adoption of a nonbinding advisory resolution that approves the named executive officer compensation described in this proxy statement (Say-on-Pay).

In addition, stockholders will vote on any other matter that may properly come before the meeting.

**Q: How does the board recommend that I vote?**

A: The board of directors recommends that you vote FOR:

- each of the nominees for director named in this proxy statement; and
- the approval and adoption of proposal 2 (Say-on-Pay).

**Q: Who is allowed to vote at the annual meeting?**

A: The board of directors has set the close of business on April 1, 2013 as the record date for the determination of stockholders entitled to notice of and to vote at the meeting. Only holders of our class A or B common

stock as of the close of business on the record date are entitled to vote at the meeting. On the record date, 2,392,107 shares of our class A common stock and 10,000,000 shares of our class B common stock were issued and outstanding. Each share of our class A common stock entitles its holder to one vote. Each share of our class B common stock entitles its holder to ten votes with respect to the election of directors and one vote on all other matters.

**Q: If I hold my shares through a brokerage firm or other nominee, how may I vote in person at the annual meeting?**

A: If you wish to vote in person at the annual meeting, you will need to follow the instructions on your voting instruction form on how to obtain the appropriate documents to vote in person at the meeting.

**Q: How do I vote if I am a stockholder of record?**

A: If you hold shares of our class A or B common stock directly (either in certificate or electronic form) with our transfer agent, Computershare, rather than through a brokerage firm or other nominee, you are a stockholder of record. As a stockholder of record, you may:

- vote over the internet at *www.investorvote.com/CIX*;
- vote by telephone using the voting procedures set forth on your proxy card;
- instruct the agents named on your proxy card how to vote your shares by completing, signing and mailing the enclosed proxy card in the envelope provided; or
- vote in person at the annual meeting.

**Q: What are the consequences if I am a stockholder of record and I execute my proxy card but do not indicate how I would like my shares voted for one or more of the director nominees named in this proxy statement or proposal 2 (Say-on-Pay)?**

A: If you are a stockholder of record (and not a brokerage firm or other nominee), the agents named on your proxy card will vote your shares on such uninstructed nominee or proposal as recommended by the board of directors in this proxy statement.

**Q: If I do not want to vote my shares in person at the annual meeting, how do I vote if my shares are held through a brokerage firm or other nominee?**

A: If your shares are held through a brokerage firm or other nominee, you must follow the instructions from your brokerage firm or other nominee on how to vote your shares. In order to ensure your brokerage firm or other nominee votes your shares in the manner you would like, you must provide voting instructions to your brokerage firm or other nominee by the deadline provided in the materials you received from your brokerage firm or other nominee.

***Brokerage firms or other nominees may not vote your shares on the election of a director nominee or proposal 2 (Say-on-Pay) in the absence of your specific instructions as to how to vote.*** **We encourage you to provide instructions to your brokerage firm or other nominee regarding the voting of your shares.** *If you do not instruct your brokerage firm or other nominee how to vote with respect to the election of a director nominee or proposal 2 (Say-on-Pay), your brokerage firm or other nominee may not vote with respect to the election of such director nominee or on such uninstructed proposal and your vote will be counted as a "broker/nominee non-vote."* "Broker/nominee non-votes" are non-votes by a brokerage firm or other nominee for shares held in a client's account for which the brokerage firm or other nominee does not have discretionary authority to vote on a particular matter and has not received instructions from the client. How we treat broker/nominee non-votes is separately described in each of the answers below regarding what constitutes a quorum, the requisite votes necessary to elect a director nominee or approve proposal 2 (Say-on-Pay).

**Q: Who will count the votes?**

A: The board of directors has appointed Computershare, our transfer agent and registrar, to ascertain the number of shares represented, tabulate the vote and serve as inspector of election for the meeting.

**Q: Is my vote confidential?**

A: Yes. All proxy cards, ballots or voting instructions delivered to Computershare will be kept confidential in accordance with our bylaws.

**Q: How do I change or revoke my proxy instructions if I am a stockholder of record?**

A: If you are a stockholder of record, you may change or revoke your proxy instructions in any of the following ways:

- delivering to Computershare a written revocation;
- submitting another proxy card bearing a later date;
- changing your vote on *www.investorvote.com/CIX*;
- using the telephone voting procedures set forth on your proxy card; or
- voting in person at the annual meeting.

**Q: How do I change or revoke my voting instructions if my shares are held through a brokerage firm or other nominee?**

A: If your shares are held through a brokerage firm or other nominee, you must follow the instructions from your brokerage firm or other nominee on how to change or revoke your voting instructions or how to vote in person at the annual meeting.

**Q: What constitutes a quorum?**

A: A quorum is the presence, in person or by proxy, of the holders of a majority of the votes from holders of the outstanding shares of our class A and B common stock, counted as a single class, entitled to vote at the meeting.

Shares that are voted “abstain” or “withheld” are counted as present and entitled to vote and are, therefore, included for purposes of determining whether a quorum is present at the annual meeting.

As already discussed in the previous answer regarding how to vote shares held through a brokerage firm or other nominee, there are no proposals for the 2013 annual meeting that would allow a brokerage firm or nominee to vote uninstructed shares. If a brokerage firm or other nominee receives no instruction for the election of any director nominee and proposal 2 (Say-on-Pay), such uninstructed shares will be counted as not entitled to vote and are, therefore, not considered for purposes of determining whether a quorum is present at the annual meeting. If a brokerage firm or other nominee receives instructions on the election of any director nominee or proposal 2 (Say-on-Pay), such instructed shares will be counted as present and entitled to vote and are, therefore, included for purposes of determining whether a quorum is present at the annual meeting.

NL directly held approximately 86.8% of the outstanding shares of our combined class A and B common stock as of the record date. NL has indicated its intention to have its shares of our common stock represented at the meeting. If NL attends the meeting in person or by proxy, the meeting will have a quorum present.

**Q: Assuming a quorum is present, what vote is required to elect a director nominee?**

A: A plurality of affirmative votes of the holders of our outstanding class A and class B shares of common stock, voting together as a single class, represented and entitled to vote at the meeting is necessary to elect each director nominee. You may indicate on your proxy card or in your voting instructions that you desire to withhold authority to vote for any of the director nominees. Since director nominees need only receive a plurality of affirmative votes from the holders represented and entitled to vote at the meeting to be elected, a vote withheld or a broker/nominee non-vote regarding a particular nominee will not affect the election of such director nominee.

NL directly held approximately 86.8% of the outstanding shares of our combined class A and B common stock as of the record date, which represents 98.4% of the votes for the election of each director nominee. NL has indicated its intention to have its shares of our common stock represented at the meeting and to vote such shares FOR the election of each of the director nominees named in this proxy statement. If NL attends the meeting in person or by proxy and votes as indicated, the stockholders will elect all of the nominees named in this proxy statement to the board of directors.

**Q: Assuming a quorum is present, what vote is required to adopt and approve proposal 2 (Say-on-Pay)?**

A: The proposed stockholder resolution contained in this proposal provides that the affirmative nonbinding advisory votes of the majority of the holders of our outstanding class A and B shares of common stock, voting together as a single class, present in person or represented by proxy at the 2013 annual meeting and entitled to vote on this proposal will be the requisite vote to adopt the resolution and approve the compensation of our named executive officers as such compensation is disclosed in this proxy statement. Abstentions will be counted as represented and entitled to vote and will therefore have the effect of a negative vote. Broker/nominee non-votes will not be counted as entitled to vote and will have no effect on this proposal.

As already mentioned, NL directly held approximately 86.8% of the outstanding shares of our combined class A and B common stock as of the record date. NL has indicated its intention to have its shares of our common stock represented at the meeting and to vote such shares FOR this nonbinding advisory proposal. If NL attends the meeting in person or by proxy and votes as indicated, the stockholders will, by a nonbinding advisory vote, approve this proposal.

**Q: Assuming a quorum is present, what vote is required to approve any other matter to come before the meeting?**

A: Except as applicable laws may otherwise provide, the approval of any other matter that may properly come before the meeting will require the affirmative votes of the holders of the majority of the outstanding shares of our class A and B common stock, voting together as a single class, represented and entitled to vote at the meeting. Abstentions will be counted as represented and entitled to vote and will therefore have the effect of a negative vote.

**Q: If I am a stockholder of record, how will the agents named on my proxy card vote on any other matter to come before the meeting?**

A: If you are a stockholder of record and to the extent allowed by applicable law, the agents named on your proxy card will vote in their discretion on any other matter that may properly come before the meeting.

**Q: Who will pay for the cost of soliciting the proxies?**

A: We will pay all expenses related to the solicitation, including charges for preparing, printing, assembling and distributing all materials delivered to stockholders. In addition to the solicitation by mail, our directors, officers and regular employees may solicit proxies by telephone or in person for which such persons will receive no additional compensation. Upon request, we will reimburse brokerage firms or other nominees for their reasonable out-of-pocket expenses incurred in distributing proxy materials and voting instructions to the beneficial owners of our class A or B common stock that hold such stock in accounts with such entities.

## CONTROLLING STOCKHOLDER

NL directly held approximately 86.8% of the outstanding shares of our combined class A and B common stock as of the record date, which represents approximately 98.4% of the combined voting power of our class A and B common stock for the election of directors and 86.8% of the combined voting power of our class A and B common stock for other matters. NL has indicated its intention to have its shares of our common stock represented at the meeting and to vote such shares FOR the election of each of the director nominees named in this proxy statement and FOR proposal 2 (Say-on-Pay). If NL attends the meeting in person or by proxy and votes as indicated, the meeting will have a quorum present and the stockholders will elect all of the nominees named in this proxy statement to the board of directors and approve proposal 2.

## SECURITY OWNERSHIP

***Ownership of CompX***. The following table and footnotes set forth as of the record date the beneficial ownership, as defined by regulations of the SEC, of our class A and B common stock held by each individual, entity or group known to us to own beneficially more than 5% of the outstanding shares of our class A or B common stock, each director or director nominee, each named executive officer who was an executive officer of ours at December 31, 2012 and all of our current directors and executive officers as a group. See footnote 4 below for information concerning the relationships of certain individuals and entities that may be deemed to own indirectly and beneficially more than 5% of the outstanding shares of our class A or B common stock. All information is taken from or based upon ownership filings made by such individuals or entities with the SEC or upon information provided by such individuals or entities.

| | CompX Class A Common Stock | | | CompX Class B Common Stock | | | CompX Class A and B Common Stock Combined |
|---|---|---|---|---|---|---|---|
| **Beneficial Owner** | **Amount and Nature of Beneficial Ownership** (1) | | **Percent of Class** (1)(2) | **Amount and Nature of Beneficial Ownership** (1) | | **Percent of Class** | **Percent of Class** (1)(2) |
| Harold C. Simmons (3) | 361,217 | (4) | 15.1% | -0- | (4) | -0- | 2.9% |
| NL Industries, Inc (3) | 755,104 | (4) | 31.6% | 10,000,000 | (4) | 100% | 86.8% |
| Kronos Worldwide, Inc. (3) | 3,000 | (4) | * | -0- | (4) | -0- | * |
| Annette C. Simmons (3) | 60,422 | (4) | 2.5% | -0- | (4) | -0- | * |
| | 1,179,743 | (4) | 49.3% | 10,000,000 | (4) | 100% | 90.2% |
| Royce & Associates, LLC | 318,600 | (5) | 13.3% | -0- | | -0- | 2.6% |
| Dimensional Fund Advisors LP | 183,481 | (6) | 7.7% | -0- | | -0- | 1.5% |
| Renaissance Technologies LLC | 121,400 | (7) | 5.1% | -0- | | -0- | 1.0% |
| David A. Bowers | 8,288 | (4) | * | -0- | | -0- | * |
| Serena S. Connelly | 2,000 | (4) | * | -0- | | -0- | * |
| Norman S. Edelcup | 10,000 | (4) | * | -0- | | -0- | * |
| Edward J. Hardin | 17,000 | | * | -0- | | -0- | * |
| Ann Manix | 4,175 | | * | -0- | | -0- | * |
| George E. Poston | -0- | | -0- | -0- | | -0- | -0- |
| Steven L. Watson | 14,000 | (4) | * | -0- | | -0- | * |
| Darryl R. Halbert | 1,021 | (4) | * | -0- | | -0- | * |
| J. Mark Hollingsworth | -0- | (4) | -0- | -0- | | -0- | -0- |
| Scott C. James | -0- | | -0- | -0- | | -0- | -0- |
| All our current directors and executive officers as a group (13 persons) | 56,684 | (4) | 2.4% | -0- | | -0- | * |

* Less than 1%.

(1) Except as otherwise noted, the listed entities, individuals or group have sole investment power and sole voting power as to all shares set forth opposite their names.

(2) The percentages are based on 2,392,107 shares of our class A common stock and 10,000,000 shares of our class B common stock outstanding as of the record date. As already discussed, each share of our class A common stock entitles its holder to one vote and each share of our class B common stock entitles its holder to ten votes with respect to the election of directors and one vote on all other matters. In certain instances, shares of our class B common stock are automatically convertible into shares of our class A common stock.

(3) The business address of NL, Kronos Worldwide and Harold C. and Annette C. Simmons is Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697.

(4) Harold C. Simmons and the following persons or entities related to him are the direct holders of the following percentages of the outstanding shares of NL common stock:

| | |
|---|---|
| Valhi | 83.0% |
| Harold C. Simmons | 2.2% |
| Annette C. Simmons | 0.9% |
| Kronos Worldwide | Less than 0.1% |

Harold C. Simmons and the following persons or entities related to him are the direct holders of the following percentages of the outstanding shares of Kronos Worldwide common stock:

| | |
|---|---|
| Valhi | 50.0% |
| NL | 30.4% |
| Annette C. Simmons | 0.7% |
| Harold C. Simmons | 0.7% |
| Contran | Less than 0.1% |

Except as otherwise indicated, Harold C. Simmons and the following persons or entities related to him are the direct holders of the following percentages of the outstanding shares of Valhi common stock:

| | |
|---|---|
| VHC | 92.6% |
| Foundation | 0.7% |
| Harold C. Simmons | 0.5% |
| Contran | 0.4% |
| Annette C. Simmons | 0.2% |
| Grandchildren's Trust | Less than 0.1% |

Contran's percentage ownership of Valhi common stock includes approximately 0.3% directly held by the CDCT. NL, one of its wholly owned subsidiaries and Kronos Worldwide directly hold 10,814,370, 3,558,600 and 1,724,916 shares of Valhi common stock, respectively. Since NL and Kronos Worldwide are majority owned subsidiaries of Valhi and pursuant to Delaware law, Valhi treats the shares of its common stock that NL, its subsidiary and Kronos Worldwide hold as treasury stock for voting purposes. For the purposes of calculating the percentage ownership of the outstanding shares of Valhi common stock as of the record date in this proxy statement, such shares are not deemed outstanding.

Dixie Rice is the direct holder of 100% of the outstanding shares of VHC common stock. Contran is the beneficial holder of 100% of the outstanding shares of Dixie Rice common stock.

Substantially all of Contran's outstanding voting stock is held by trusts established for the benefit of certain children and grandchildren of Harold C. Simmons, of which Mr. Simmons is the sole trustee, or held by Mr. Simmons or persons or other entities related to Mr. Simmons. As sole trustee of these trusts, Mr. Simmons has the power to vote and direct the disposition of the shares of Contran stock held by these trusts. Mr. Simmons, however, disclaims beneficial ownership of any Contran shares these trusts hold.

The Foundation is a tax-exempt foundation organized for charitable purposes. Harold C. Simmons is the chairman of the board and Serena S. Connelly is executive vice president of the Foundation.

U.S. Bank National Association serves as the trustee of the CDCT. Contran established the CDCT as an irrevocable "rabbi trust" to assist Contran in meeting certain deferred compensation obligations that it owes to Harold C. Simmons. If the CDCT assets are insufficient to satisfy such obligations, Contran is obligated to satisfy the balance of such obligations as they come due. Pursuant to the terms of the CDCT, Contran retains the power to vote the shares held by the CDCT, retains dispositive power over such shares and may be deemed the indirect beneficial owner of such shares.

Harold C. Simmons is the chairman of the board and chief executive officer of NL and the chairman of the board of each of Kronos Worldwide, Valhi, VHC, Dixie Rice and Contran.

By virtue of the holding of the offices, the stock ownership and his services as trustee, all as described above, (a) Harold C. Simmons may be deemed to control certain of such entities and (b) Mr. Simmons and certain of such entities may be deemed to possess indirect beneficial ownership of shares directly held by

certain of such other entities. However, Mr. Simmons disclaims beneficial ownership of the shares beneficially owned, directly or indirectly, by any of such entities, except to the extent of his vested beneficial interest, if any, in shares held by the CDCT. Mr. Simmons disclaims beneficial ownership of all shares of our common stock beneficially owned, directly or indirectly, by Kronos Worldwide or NL.

All of our directors or executive officers who are also directors or executive officers of Kronos Worldwide, NL or their affiliated entities disclaim beneficial ownership of the shares of our common stock that such entities directly or indirectly hold.

Annette C. Simmons is the wife of Harold C. Simmons. Mrs. Simmons disclaims beneficial ownership of all shares that she does not own directly. Mr. Simmons may be deemed to share indirect beneficial ownership of her shares. He disclaims all such beneficial ownership.

The Grandchildren's Trust is a trust of which Harold C. Simmons and Annette C. Simmons are co-trustees and the beneficiaries of which are the grandchildren of Annette C. Simmons. Mr. Simmons, as co-trustee of this trust, has the power to vote and direct the disposition of the shares this trust directly holds. Mr. Simmons disclaims beneficial ownership of any shares that this trust holds.

Contran is the sole owner of Valhi's 6% series A preferred stock (non-voting) and a trust related to Harold C. Simmons is the sole owner of VHC's 2% convertible preferred stock (non-voting). Messrs. Harold Simmons and Watson each hold of record one director qualifying share of Dixie Rice. Ms. Connelly directly holds approximately 1.0% of Contran's class A common stock.

NL has pledged 350,000 shares of Kronos Worldwide common stock as security. Valhi has pledged 22,000,000 shares of Kronos Worldwide common stock as security. VHC has pledged 8,577,160 shares of Valhi common stock as security. Contran has pledged 864 shares of Valhi's 6% series A preferred stock as security.

Shares owned by Contran or its related entities or their executive officers or directors may be held in margin accounts at brokerage firms. Under the terms of the margin account agreements, stocks and other assets held in these accounts may be pledged to secure margin obligations under these accounts. Harold C. Simmons holds 51,589 shares of our class A common stock, 755,021 shares of Valhi common stock, 580,366 shares of Kronos Worldwide common stock and 493,562 shares of NL common stock in a margin account at a brokerage firm. Each of Messrs. Bowers and Halbert holds all of his shares of our class A common stock in a margin account at a brokerage firm.

The business address of Contran, the Foundation, Valhi and VHC is Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697. The business address of Dixie Rice is 600 Pasquiere Street, Gueydan, Louisiana 70542.

(5) Based on Amendment No. 11 to Schedule 13G executed on January 7, 2013 that Royce & Associates, LLC filed with the SEC. Royce & Associates, LLC is an investment adviser that manages various accounts. One of these accounts, the Royce Value Trust, holds 185,300 shares of our class A common stock. The address of Royce & Associates, LLC is 745 Fifth Avenue, New York, New York 10151.

(6) Based on Amendment No. 3 to Schedule 13G executed on February 8, 2013 that Dimensional Fund Advisors LP filed with the SEC. Dimensional is an investment adviser that furnishes investment advice to four investment companies and serves as investment manager of certain other commingled group trusts and separate accounts. Dimensional has sole voting power over 182,344 of these shares and sole dispositive power over all of these shares. Dimensional disclaims beneficial ownership of all of these shares. Dimensional's address is Palisades West, Building One, 6300 Bee Cave Road, Austin, Texas 78746.

(7) Based on Amendment No. 4 to Schedule 13G executed on February 12, 2013 that Renaissance Technologies LLC and Renaissance Technologies Holdings Corporation filed with the SEC. Both Renaissance Technologies LLC and Renaissance Technologies Holdings Corporation are investment advisers that beneficially own all of these shares. Renaissance Technologies Holdings Corporation is a majority owner of Renaissance Technologies LLC. Their address is 800 Third Avenue, New York, New York 10022.

We understand that Contran and related entities may consider acquiring or disposing of shares of our common stock through open market or privately negotiated transactions, depending upon future developments, including, but not limited to, the availability and alternative uses of funds, the performance of our common stock in the market, an assessment of our business and prospects, financial and stock market conditions and other factors deemed relevant by such entities. We may similarly consider acquisitions of shares of our common stock and acquisitions or dispositions of securities issued by related entities.

***Ownership of Related Companies***. Some of our directors and executive officers own equity securities of several companies related to us.

*Ownership of NL and Valhi.* The following table and footnotes set forth the beneficial ownership, as of the record date, of the shares of NL and Valhi common stock held by each of our directors or director nominee, each named executive officer who was an executive officer of ours at December 31, 2012 and all of our current directors and executive officers as a group. All information is taken from or based upon ownership filings made by such persons with the SEC or upon information provided by such persons.

| | **NL Common Stock** | | **Valhi Common Stock** | |
|---|---|---|---|---|
| **Name of Beneficial Owner** | **Amount and Nature of Beneficial Ownership** (1) | **Percent of Class** (1)(2) | **Amount and Nature of Beneficial Ownership** (1) | **Percent of Class** (1)(3) |
| David A. Bowers ..... | -0- | -0- | -0- | -0- |
| Serena S. Connelly..... | 500 (4) | * | 1,212 (4) | * |
| Norman S. Edelcup..... | -0- (4) | -0- | 118,000 (4) | * |
| Edward J. Hardin ..... | -0- | -0- | 4,000 | * |
| Ann Manix..... | 2,000 | * | -0- | -0- |
| George E. Poston ..... | -0- | -0- | -0- | -0- |
| Steven L. Watson..... | 16,500 (4) | * | 87,238 (4) | * |
| Darryl R. Halbert ..... | -0- | -0- | -0- | -0- |
| J. Mark Hollingsworth ..... | 500 (4) | * | -0- (4) | -0- |
| Scott C. James..... | -0- | -0- | -0- | -0- |
| All of our current directors and executive officers as a group (13 persons) ..... | 19,500 (4) | * | 210,450 (4) | * |

* Less than 1%.

(1) Except as otherwise noted, the individuals or group have sole investment power and sole voting power as to all shares set forth opposite their names. See footnote 4 to the Ownership of CompX Table above for a description of the ownership of NL and Valhi by Harold C. Simmons and persons and entities related to him.

(2) The percentages are based on 48,668,884 shares of NL common stock outstanding as of the record date.

(3) The percentages are based on 339,115,449 shares of Valhi common stock outstanding as of the record date. NL, one of its wholly owned subsidiaries and Kronos Worldwide directly hold 10,814,370, 3,558,600 and 1,724,916 shares of Valhi common stock, respectively. Since NL and Kronos Worldwide are majority owned subsidiaries of Valhi and pursuant to Delaware law, Valhi treats the shares of its common stock that NL, its subsidiary and Kronos Worldwide hold as treasury stock for voting purposes. For the purposes of calculating the percentage ownership of the outstanding shares of Valhi common stock as of the record date in this proxy statement, such shares are not deemed outstanding.

(4) See footnote 4 to the Ownership of CompX Table above for a description of certain relationships among the individuals or group appearing in this table. All of our directors or executive officers who are also directors or executive officers of Contran or any of its affiliated entities disclaim beneficial ownership of the shares of NL or Valhi common stock that such entities directly or indirectly own.

See footnote 4 to the Ownership of CompX Table for additional disclosure regarding pledged shares and shares held in margin accounts.

**IN MEMORY OF GLENN R. SIMMONS.**

It is with great sadness that we inform you of the passing of Glenn R. Simmons on March 6, 2013. At the time of his passing, Mr. Simmons had served as our chairman of the board since 2001 and as a director of ours since 1993. We are grateful for the opportunity to have benefited from his leadership, wisdom and sound judgment. We miss his gentle manner, warm sense of humor and humility.

## PROPOSAL 1
## ELECTION OF DIRECTORS

Our bylaws provide that the board of directors shall consist of one or more members as determined by our board of directors or stockholders. Our board of directors has currently set the number of directors at seven and recommended six director nominees for the 2013 annual meeting. The board of directors has determined that it can adequately represent our stockholders with six directors and one vacancy on the board of directors until such time as the board selects a new chairman of the board upon receiving management's recommendation. Even though there is currently a vacancy of one directorship on the board of directors, you cannot vote for a greater number of persons than the six director nominees set forth in this proxy statement. The directors elected at the meeting will hold office until our 2014 annual stockholder meeting and until their successors are duly elected and qualified or their earlier removal or resignation.

Other than Mr. Poston, all of the director nominees are currently members of our board of directors whose terms will expire at the 2013 annual meeting. Ms. Serena S. Connelly, a current member of our board of directors, is not standing for reelection. It is our expectation that Mr. Poston, if elected as one of our directors at the meeting, will serve on our audit and management development and compensation committees upon his election. All of the nominees have agreed to serve if elected. If any nominee is not available for election at the meeting, your shares will be voted FOR an alternate nominee to be selected by the board of directors, unless you withhold authority to vote for such unavailable nominee. The board of directors believes that all of its nominees will be available for election at the meeting and will serve if elected.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** THE ELECTION OF EACH OF THE FOLLOWING NOMINEES FOR DIRECTOR.

***Nominees for Director***. All of our nominees have extensive senior management and policy-making experience either through for-profit or nonprofit organizations or enterprises or foundations. Except for Mr. Poston, each of the nominees has served on our board of directors for at least six years. We believe all or our nominees are knowledgeable about our business. Each of our independent directors is financially literate. The board of directors considered each nominee's specific business experiences described in the biographical information provided below in determining whether to nominate him or her for election as a director.

**David A. Bowers**, age 75, has served as our president and chief executive officer since 2002, our vice chairman of the board since 2000 and on our board of directors since 1993. Mr. Bowers has been employed by us or our predecessors since 1960 in various sales, marketing and executive positions, having been named president of our security products and related businesses in 1979. Mr. Bowers is trustee emeritus and former chairman of the board of Monmouth College, Monmouth, Illinois.

Mr. Bowers has over 52 years of experience serving CompX, in which he developed general management, senior executive, corporate governance, finance and financial accounting oversight experience.

**Norman S. Edelcup**, age 77, has served on our board of directors since 2006. Since 2003, he has served as mayor of Sunny Isles Beach, Florida. Since 2007, he also has served as a trustee for the Baron Funds, a mutual fund group, and as a director of Marquis Bank located in Coral Gables, Florida. From 2001 to 2004, Mr. Edelcup served as senior vice president of Florida Savings Bancorp. He served as senior vice president of Item Processing of America, Inc., a processing service bureau, from 1999 to 2000 and as chairman of the board from 1989 to 1998. Mr. Edelcup is a certified public accountant and served as senior vice president and chief financial officer of Avatar Holdings, Inc. (formerly GAC Corporation), a real estate development firm, from 1976 to 1983; vice chairman of the board, senior vice president and chief financial officer of Keller Industries, Inc., a building products

manufacturer, from 1968 to 1976; and as a senior accountant with Arthur Andersen & Co., a public accounting firm, from 1958 to 1962. He has served as a director of Valhi or certain of its predecessors' boards of directors since 1975 and is chairman of its audit committee and management development and compensation committee. Mr. Edelcup is chairman of our audit committee and a member of our management development and compensation committee.

Mr. Edelcup has over six years of experience on our board of directors and audit committee and less than one year of experience on our management development and compensation committee. He also has senior executive, operating, corporate governance, finance and financial accounting experience as the mayor of a city for which he currently serves and from other publicly and privately held entities for which he currently serves or formerly served.

**Edward J. Hardin**, age 70, has served on our board of directors since 1997. Mr. Hardin has been a partner of the law firm of Rogers & Hardin LLP since its formation in 1976. He is a member of our audit committee.

Mr. Hardin has over 15 years of experience on our board of directors, seven years of experience on our audit committee and 20 years of experience serving as a director of corporations affiliated with Contran. As a director or legal advisor, he has senior executive, operating, corporate governance, finance and financial accounting oversight experience from other publicly and privately held entities for which he currently serves or formerly served.

**Ann Manix**, age 60, has served on our board of directors since 1998. Since 2011, Ms. Manix has served on the global market intelligence, consulting and financial advisory team for Ducker Worldwide, LLC, a privately held industrial research firm, and previously as a managing partner for the firm from 1994 until 2006. Additionally, she has served as a principal of Summus, Ltd., a strategic consulting firm, since 2008. She is chairwoman of our management development and compensation committee and a member of our audit committee.

Ms. Manix has over 14 years of experience on our board of directors and audit committee and 12 years of experience on our management development and compensation committee. She has senior executive, operating, corporate governance, finance and financial accounting oversight experience from other publicly and privately held entities for which she formerly served.

**George E. Poston**, age 77, has been president of Poston Real Estate Co., a privately held commercial real estate investment company, and president of Poston Capital Co., a privately held investment company, since 1970. Mr. Poston has served as a director of Kronos Worldwide since 2003 and a member of its audit committee and management development and compensation committee. He is not standing for re-election as a Kronos Worldwide director.

Mr. Poston has over nine years of experience on Kronos Worldwide's board of directors, audit committee and management development and compensation committee. He also has senior executive, operating, corporate governance, finance and financial accounting oversight experience from privately held real estate and investment companies.

**Steven L. Watson**, age 62, has served on our board of directors since 2000. Since prior to 2008, Mr. Watson has been president and a director of Contran and president, chief executive officer and a director of Valhi. He has served as Kronos Worldwide's chief executive officer since 2009 and its vice chairman of the board since prior to 2008. He served as TIMET's vice chairman of the board since prior to 2008 to December 2012 and its chief executive officer from prior to 2008 to 2009. Since prior to 2008, Mr. Watson has served as a director of Keystone and NL. Mr. Watson has served as an executive officer or director of various companies related to Contran and Valhi since 1980.

Mr. Watson has a long and extensive experience with our business. He also has senior executive, operating, corporate governance, finance and financial accounting oversight experience from other publicly and privately held entities affiliated with us for which he currently serves or formerly served.

## EXECUTIVE OFFICERS

Set forth below is certain information relating to our executive officers. Each executive officer serves at the pleasure of the board of directors. Biographical information with respect to David A. Bowers is set forth under the Nominees for Director subsection above.

| Name | Age | Position(s) |
|---|---|---|
| David A. Bowers | 75 | Vice Chairman of the Board, President and Chief Executive Officer |
| Darryl R. Halbert | 48 | Vice President, Chief Financial Officer and Controller |
| J. Mark Hollingsworth | 61 | Vice President and General Counsel |
| Scott C. James | 47 | Vice President |
| A. Andrew R. Louis | 52 | Vice President and Secretary |
| Kelly D. Luttmer | 49 | Vice President and Global Tax Director |
| John A. St. Wrba | 56 | Vice President and Treasurer |

**Darryl R. Halbert** has served as our chief financial officer since 2002 and our vice president and controller since 2001.

**J. Mark Hollingsworth** has served as our vice president since 2007 and our general counsel since 1996. He has also served as vice president of Keystone since 2009 and general counsel of Keystone and vice president and general counsel of Contran and Valhi since prior to 2008. Mr. Hollingsworth has served as legal counsel of various companies related to Contran and Valhi since 1983.

**Scott C. James** has served as our vice president since 2002 and president of our two divisions, CompX Security Products and CompX Marine, since 2002 and 2005, respectively. Since 1992, Mr. James has served in various sales, marketing and executive positions with our security products operations.

**A. Andrew R. Louis** has served as vice president and secretary of us, Kronos Worldwide, NL and Valhi since 2011. He served as secretary of us, Kronos Worldwide, NL and Valhi since prior to 2008 to 2011 and of Contran since 1998. He served as secretary of TIMET in 2008 and prior years. Mr. Louis has served as legal counsel of various companies related to us and Contran since 1995.

**Kelly D. Luttmer** has served as our vice president and global tax director since 2011. She served as our vice president and tax director since 2004 to 2011 and as our tax director since 1998. She also has served as vice president and global tax director of Contran, Keystone, Kronos Worldwide, NL and Valhi since 2011. Previously, she served as vice president and global tax director of TIMET from 2011 to December 2012, as vice president and tax director of CompX, Contran, Kronos Worldwide, NL, TIMET and Valhi from prior to 2008 to 2011 and of Keystone from 2010 to 2011. Ms. Luttmer has served in tax accounting positions with various companies related to us and Contran since 1989.

**John A. St. Wrba** has served as our vice president and treasurer since 2011. Since prior to 2008, he has also served as vice president and treasurer of Contran, Kronos Worldwide, NL and Valhi. He served as vice president and treasurer of TIMET from prior to 2008 to December 2012. Mr. St. Wrba has continuously served in treasury positions with various companies related to us and Contran since 2004.

## CORPORATE GOVERNANCE

***Controlled Company Status, Director Independence and Committees***. Because of NL's ownership of 86.8% of the outstanding shares of our combined class A and B common stock, which represents approximately 98.4% of the voting power for the election of directors and 86.8% of the voting power for other matters, we are considered a controlled company under the corporate governance standards of the NYSE MKT. Pursuant to the corporate governance standards, a controlled company may choose not to have a majority of independent directors, independent compensation or nominations committees or charters for these committees. While we currently have a majority of independent directors and will continue to have a majority of independent directors if all of our director nominees are elected at the 2013 annual meeting, we have chosen not to have an independent nominations or corporate governance committee or charters for these committees. Our board of directors believes that the full board of directors best represents the interests of all of our stockholders and that it is appropriate for all matters that would otherwise be considered by a nominations or risk oversight committee to be considered and acted upon by the full board of directors. Applying the NYSE MKT director independence standards without any additional categorical standards, the board of directors has determined that Norman S. Edelcup, Edward J. Hardin, Ann Manix and George E. Poston are independent and have no material relationship with us that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. While the members of our management development and compensation committee currently satisfy the independence requirements of the NYSE MKT, we have chosen not to satisfy all of the NYSE MKT corporate governance standards for a compensation committee.

***2012 Meetings and Standing Committees of the Board of Directors***. The board of directors held five meetings and took action by written consent on one occasion in 2012. Other than Mr. Glenn Simmons, each director participated in all of such meetings and of the 2012 meetings of the committees on which he or she served at the time. Mr. Glenn Simmons did not attend two board meetings. It is expected that each director will attend our annual meeting of stockholders, which is held immediately before the annual meeting of the board of directors. All of our directors attended our 2012 annual stockholder meeting.

The board of directors has established and delegated authority to two standing committees, which are described below. The board of directors is expected to elect the members of the standing committees at the board of directors annual meeting immediately following the annual stockholder meeting. The board of directors from time to time may establish other committees to assist it in the discharge of its responsibilities.

***Audit Committee***. Our audit committee assists with the board of directors' oversight responsibilities relating to our financial accounting and reporting processes and auditing processes. The purpose, authority, resources and responsibilities of our audit committee are more specifically set forth in its charter. Applying the requirements of the NYSE MKT corporate governance standards (without additional categorical standards) and SEC regulations, as applicable, the board of directors has determined that:

- each member of our audit committee is independent, financially literate and has no material relationship with us other than serving as our director; and
- Mr. Norman S. Edelcup is an "audit committee financial expert."

The members of our audit committee are Norman S. Edelcup (chairman), Edward J. Hardin and Ann Manix. No member of our audit committee serves on more than three public company audit committees. For further information on the role of our audit committee, see the Audit Committee Report in this proxy statement. Our audit committee held seven meetings in 2012. It is our expectation that Mr. Poston, if elected as one of our directors at the meeting, will serve on our audit committee upon his election.

***Management Development and Compensation Committee***. The principal responsibilities of our management development and compensation committee are:

- to recommend to the board of directors whether or not to approve any proposed charge to us or any of our privately held subsidiaries pursuant to our ISA with Contran;

- to review, approve and administer certain matters regarding our employee benefit plans or programs, including annual incentive compensation awards;

- to review, approve, administer and grant awards under our equity compensation plan; and

- to review and administer such other compensation matters as the board of directors may direct from time to time.

Ann Manix (chairwoman) and Norman S. Edelcup currently serve on our management development and compensation committee. As discussed above, the board of directors has determined that each member of our management development and compensation committee is independent by applying the NYSE MKT director independence standards (without additional categorical standards). The management development and compensation committee may delegate to its members or our officers any or all of its authority as it may choose subject to certain limitations of Delaware law on what duties directors may delegate. The committee has not exercised this right of delegation. With respect to the role of our executive officers in determining or recommending the amount or form of executive compensation, see the Compensation Discussion and Analysis section of this proxy statement. With respect to director cash compensation, our executive officers make recommendations on such compensation directly to our board of directors for its consideration without involving the management development and compensation committee. Our management development and compensation committee held two meetings in 2012. It is our expectation that Mr. Poston, if elected as one of our directors at the meeting, will serve on our management development and compensation committee upon his election.

***Risk Oversight***. Our board of directors oversees the actions we take in managing our material risks. Our management is responsible for our day-to-day management of risk. The board's oversight of our material risks is undertaken through, among other things, various reports and assessments that management presents to the board and the related board discussions. The board has delegated some of its primary risk oversight to our audit committee and management development and compensation committee. Our audit committee annually receives management's reports and assessments on, among other things, the risk of fraud, certain material business risks and a ranking of such material business risks and on our insurance program. The audit committee also receives reports from our independent registered public accounting firm regarding, among other things, financial risks and the risk of fraud. Our management development and compensation committee receives management's assessments on the likelihood that our compensation policies and practices could have a material adverse effect on us, as more fully described in the Compensation Policies and Practices as They Relate to Risk Management section of this proxy statement. The audit committee and management development and compensation committee report to the board of directors about their meetings. We believe the leadership structure of the board of directors is appropriate for our risk oversight.

***Identifying and Evaluating Director Nominees***. Historically, our management has recommended director nominees to the board of directors. As stated in our corporate governance guidelines:

- our board of directors has no specific minimum qualifications for director nominees;

- each nominee should possess the necessary business background, skills and expertise at the policy-making level and a willingness to devote the required time to the duties and responsibilities of membership on the board of directors; and

- the board of directors believes that experience as our director is a valuable asset and that directors who have served on the board for an extended period of time are able to provide important insight into our operations and future.

In identifying, evaluating and determining our director nominees, the board of directors follows such corporate governance guidelines. The board also considers the nominee's ability to satisfy the need, if any, for required expertise on the board of directors or one of its committees. While we do not have any policy regarding the diversity of our nominees, the board does consider the diversity in the background, skills and expertise at the policy making level of our director nominees, and as a result our board believes our director nominees do possess a diverse range of senior management experience that aids the board in fulfilling its responsibilities. The board of directors

believes its procedures for identifying and evaluating director nominees are appropriate for a controlled company under the NYSE MKT corporate governance standards.

***Leadership Structure of the Board of Directors and Independent Director Meetings***. As discussed before, Glenn R. Simmons served as our chairman of the board until his death in March 2013 and David A. Bowers served as our vice chairman of the board, president and chief executive officer in 2012 and continues to serve us in those positions. Pursuant to our amended and restated corporate governance guidelines, our independent directors are entitled to meet on a regular basis throughout the year, and will meet at least once annually, without the participation of our other directors who are not independent. While we do not have a lead independent director, the chairman of our audit committee presides at all of the meetings of our independent directors. For 2012, the board of directors believes our leadership structure was appropriate for a controlled company under the NYSE MKT corporate governance standards. The board of directors believes our leadership structure was appropriate because the board recognized that while there is no single organizational structure that is ideal in all circumstances, the board believes that having different individuals serve as our chairman of the board and as our chief executive officer provides an appropriate breadth of experience and perspective that effectively facilitates the formulation of our long-term strategic direction and business plans. In addition, the board of directors believes that since Glenn R. Simmons was employed by Contran in 2012, which indirectly through related entities held a majority of our outstanding common stock, his service as our chairman of the board was beneficial in providing strategic leadership for us since there was a commonality of interest that was closely aligned in building long-term stockholder value for all of our stockholders. In 2012, we complied with the NYSE MKT requirements for meetings of our independent directors. It is expected that we will continue this leadership structure for 2013 upon selecting a new chairman of the board.

***Stockholder Proposals and Director Nominations for the 2014 Annual Meeting of Stockholders***. Stockholders may submit proposals on matters appropriate for stockholder action at our annual stockholder meetings, consistent with rules adopted by the SEC. We must receive such proposals not later than December 30, 2013 to be considered for inclusion in the proxy statement and form of proxy card relating to our annual meeting of stockholders in 2014. Our bylaws require that the proposal must set forth a brief description of the proposal, the name and address of the proposing stockholder as they appear in our records, the number of shares of our common stock the stockholder holds and any material interest the stockholder has in the proposal.

The board of directors will consider the director nominee recommendations of our stockholders in accordance with the process discussed above. Our bylaws require that a nomination set forth the name and address of the nominating stockholder, a representation that the stockholder will be a stockholder of record entitled to vote at the annual stockholder meeting and intends to appear in person or by proxy at the meeting to nominate the nominee, a description of all arrangements or understandings between the stockholder and the nominee (or other persons pursuant to which the nomination is to be made), such other information regarding the nominee as would be required to be included in a proxy statement filed pursuant to the proxy rules of the SEC and the consent of the nominee to serve as a director if elected.

For proposals or director nominations to be brought at the 2014 annual meeting of stockholders but not included in the proxy statement for such meeting, our bylaws require that the proposal or nomination must be delivered or mailed to our principal executive offices in most cases no later than March 17, 2014. Proposals and nominations should be addressed to our corporate secretary at CompX International Inc., Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697.

***Communications with Directors***. Stockholders and other interested parties who wish to communicate with the board of directors or its independent directors may do so through the following procedures. Such communications not involving complaints or concerns regarding accounting, internal accounting controls and auditing matters related to us may be sent to the attention of our corporate secretary at CompX International Inc., Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697. Provided that any such communication relates to our business or affairs and is within the function of our board of directors or its committees, and does not relate to insignificant or inappropriate matters, such communication, or a summary of such communication, will be forwarded to the chairman of our audit committee, who also serves as the presiding director of our independent director meetings.

Complaints or concerns regarding accounting, internal accounting controls and auditing matters, which may be made anonymously, should be sent to the attention of our general counsel with a copy to our chief financial

officer at the same address as our corporate secretary. These complaints or concerns will be forwarded to the chairman of our audit committee. We will investigate and keep these complaints or concerns confidential and anonymous, to the extent feasible, subject to applicable law. Information contained in such a complaint or concern may be summarized, abstracted and aggregated for purposes of analysis and investigation.

***Compensation Committee Interlocks and Insider Participation***. As discussed above, for 2012 the members of our management development and compensation committee were Ann Manix and Norman S. Edelcup. No member of the committee:

- was an officer or employee of ours during 2012 or any prior year;
- had any related party relationships with us that requires disclosure under applicable SEC rules; or
- had any interlock relationships under applicable SEC rules.

For 2012, no executive officer of ours had any interlock relationships within the scope of the intent of applicable SEC rules. However, in 2012, Glenn R. Simmons, our chairman of the board who died in March 2013, Serena S. Connelly and Steven L. Watson, directors or ours, were each employed by Contran and Messrs. Simmons and Watson were on Contran's board of directors.

***Code of Business Conduct and Ethics***. We have adopted a code of business conduct and ethics. The code applies to all of our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer and controller. Only the board of directors may amend the code. Only our audit committee or other committee of the board of directors with specifically delegated authority may grant a waiver of this code. We will disclose amendments to or waivers of the code as required by law and the applicable rules of the NYSE MKT.

***Corporate Governance Guidelines***. We have adopted corporate governance guidelines to assist the board of directors in exercising its responsibilities. Among other things, the corporate governance guidelines provide for director qualifications, for independence standards and responsibilities, for approval procedures for ISAs and that our audit committee chairman preside at all meetings of the independent directors.

***Availability of Corporate Governance Documents***. A copy of each of our audit committee charter, code of business conduct and ethics and corporate governance guidelines is available on our website at *www.compx.com* under the corporate section.

## COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS AND OTHER INFORMATION

***Compensation Discussion and Analysis***. This compensation discussion and analysis describes the key principles and factors underlying our executive compensation policies for our named executive officers. We employed three of our named executive officers. Contran employed and directly compensated our three other named executive officers who provided their services to us in 2012 under our ISA with Contran.

As defined in the Glossary of Terms at the beginning of this proxy statement, the phrase "named executive officers" refers to the six persons whose compensation is summarized in the 2012 Summary Compensation Table in this proxy statement. Such phrase is not intended, and does not, refer to all of our executive officers.

*Nonbinding Advisory Stockholder Vote on Executive Officer Compensation*. For the 2012 annual meeting of stockholders, we submitted a nonbinding advisory proposal recommending the stockholders adopt a resolution approving the compensation of our named executive officers as disclosed in the 2012 proxy statement. At the annual meeting, the resolution received the affirmative vote of 97.3% of the eligible votes. We considered the favorable result and determined not to make any material changes to our compensation practices.

*Compensation of our Named Executive Officers Employed by Us*. In each of the last three years, we employed the following named executive officers:

| Name | Position(s) |
|---|---|
| David A. Bowers | Vice Chairman of the Board, President and Chief Executive Officer |
| Scott C. James | Vice President |
| Corey J. Boland | Former Vice President |

Messrs. Bowers and James were executive officers for all of the last three years. Mr. Boland, vice president of CompX and president of our Furniture Components division, served as an executive officer for the last three years until he resigned as an officer effective December 28, 2012 upon CompX's sale of substantially all of the net assets of its Furniture Components division.

**Overview**. Prior to 2010, we decided to forego long-term compensation (other than defined contribution plans that are generally available on a non-discriminatory basis to all employees) and implemented a compensation program that is primarily cash-based, with minimal perquisites, if any. Our objectives for the primarily cash-based compensation program as it relates to our senior officers, including all of our named executive officers employed by us, are to:

- have a total individual compensation package that is easy to understand;
- encourage them to maximize long-term stockholder value; and
- achieve a balanced compensation package that would attract and retain highly qualified senior officers and appropriately reflect each such officer's individual performance, contributions and general market value.

In furtherance of our objectives and in an effort to separate annual operating planning from annual incentive compensation, we implemented discretionary incentive bonuses for our senior officers. As a result, annual compensation for our named executive officers employed by us primarily consists of base salaries and discretionary incentive bonuses.

We do not base our employed named executive officer compensation on any specific measure of, or formula based upon, our financial performance, although we do consider our financial performance as one factor in determining the compensation of our employed named executive officers. We determine the amount of each component of such compensation solely in our collective business judgment and experience, without performing any

independent market research. We do not enter into any written employment agreements with our employed named executive officers.

**Base Salaries**. We have established the annual base salaries for our employed named executive officers on a position-by-position basis based on responsibility and experience. We pay this portion of each of our employed named executive officer's compensation to provide him with a reliable amount of compensation for the year, subject to his continued at-will employment and satisfactory performance for his services at the level of his responsibilities. Our chief executive officer has the responsibility to conduct annual internal reviews of our employed named executive officer salary levels in order to rank salary, individual performance and job value to each position. He then makes recommendations on salaries, other than his own, to our chairman of the board and then to our management development and compensation committee. The chairman of the board makes the recommendation on our chief executive officer's salary to the committee. The committee reviews the recommendations regarding changes in salaries for executive officers and may take such action, including modifications to the recommendations, as it deems appropriate. The recommendations of our chief executive officer and our chairman of the board and the determinations of our management development and compensation committee are based on our evaluations of the past year annual base-salary amounts with adjustments made as result of our past and expected future financial performance, inflation, past and potential future individual performance and contributions or alternative career opportunities that might be available to our named executive officers employed by us, without performing any independent market research.

After a three year salary freeze ending after 2010, management reinstated salary increases for all of our named executive officers employed by us as a result of our improved financial performance and favorable cash flow. Each of our named executive officers employed by us received salary increases after 2010 to reward him for his performance and expected future individual performance. In determining the amount of the 2011 salary increase for each of Messrs. Bowers and James, we considered, among other things, the salary freeze.

In all cases, no specific measure of, or formula based upon, our financial performance was utilized in determining the increase in an executive officer's base salary for a year, although we did consider our financial performance as one factor in determining such increase. There is no specific weighting of factors in determining such increases. The salaries for our named executive officers employed by us are disclosed in their salary column in the 2012 Summary Compensation Table in this proxy statement for each of the last three years in which such officer served as one of our executive officers.

**Annual Incentive Bonuses**. We pay discretionary incentive bonuses annually in cash to each of our employed named executive officers to motivate him to achieve higher levels of performance in attaining our corporate goals and reward him for such performance. We determine the amount of any such incentive bonuses we pay our named executive officers employed by us on a year-end discretionary evaluation of each such officer's responsibility, performance, attitude and potential. The amount of the incentive bonus is also influenced by the amount of the named executive officer's base salary and prior year incentive bonus, as well as our financial performance. We based our award of incentive bonuses for each year primarily upon the chairman of the board's recommendation regarding the chief executive officer, the chief executive officer's recommendations regarding the other named executive officers employed by us and the determinations of our management development and compensation committee, which may take such action, including modifications to the recommendations, as it deems appropriate. No specific overall performance measures were utilized and there is no specific measure of, or formula based upon, our financial performance that was utilized in determining an employed named executive officer's bonus, although we did consider our financial performance as one factor in determining such bonus. Additionally, there is no specific weighting of factors considered in the determination of incentive bonuses paid to these executive officers.

We approved discretionary incentive bonuses for our employed named executive officers in the last three years as a percentage of the officer's base salary as follows.

| Named Executive Officer | Discretionary Incentive Bonuses as a Percentage of Base Salary | | |
|---|---|---|---|
| | **2010** (1) | **2011** (1) | **2012** (1) |
| David A. Bowers | 105% | 108% | 176% |
| Scott C. James | 80% | 80% | 81% |
| Corey J. Boland | 80% | 75% | 89% |

(1) These bonuses were approved or ratified by our management development and compensation committee in the first quarter of the following year, and such bonuses were paid in such following year for performance in the reported year, other than with respect to Mr. Boland's 2012 bonus. Mr. Boland's 2012 bonus was paid in December 2012 as a result of CompX's December 2012 sale of substantially all of the net assets of its Furniture Components division of which he was president.

The 2012 discretionary incentive bonuses recognize our 2012 increased operating income and successful consummation of the sale of the Furniture Components division by year-end and for the remaining divisions sustained operating performance in a challenging industry and economic environment. The 2011 discretionary incentive bonuses as a percentage of base salary reflect, as compared to 2010, our 2011 improved operating income, increased positive cash flow from operations and positive operational events. The 2010 discretionary incentive bonuses as a percentage of base salary reflected our 2010 financial performance and favorable cash flow during a difficult yet improving economic environment. These discretionary incentive bonuses are disclosed in the bonus column in the 2012 Summary Compensation Table in this proxy statement.

**Defined Contribution Plans**. We pay discretionary annual contributions to the CompX Capital Accumulation Pension Plan, a profit sharing defined contribution plan, and The Employee 401(k) Retirement Plan, a 401(k) defined contribution plan. Participants of these plans are employees of certain of our domestic operations. In March of each year, upon the recommendation of our chief executive officer and the approval of our management development and compensation committee, we contributed for the plan year that ended on December 31 of the prior year, subject to certain limitations under the respective plans and the U.S. Internal Revenue Code of 1986, as amended:

- to the Capital Accumulation Pension Plan for each of the last three plan years, 7.25% of that year's earnings before taxes of our combined CompX security products division and Livorsi marine components unit for each of the last three years (with certain adjustments); and

- to our 401(k) plan for each of the last three plan years, a matching contribution from a pool of 5% of the earnings before taxes of the participant's business unit up to 100% of the participant's eligible earnings.

Each of Messrs. Bowers and James received such contributions for each of the last three years, and Mr. Boland received such contributions in 2010 and part of 2011 when he was working for us in the United States during such time periods. These contributions are included in their all other compensation column in the 2012 Summary Compensation Table in this proxy statement.

For the time Mr. Boland worked for us in Canada during 2011 and 2012, we contributed annually to his account under the Registered Pension Plan for Employees of Waterloo Furniture Components Ltd., a defined contribution plan sponsored by our Canadian subsidiary. The amounts of the contributions are set by Canadian law based on Mr. Boland's annual cash compensation. The contributions we made to Mr. Boland under this plan for the last two years are included in his all other compensation column in the 2012 Summary Compensation Table in this proxy statement.

**Equity-Based Compensation**. Prior to 2010, we decided to forego the grant of any equity compensation to our employees, although we continue to grant annual awards of stock to our nonemployee directors as a portion of their annual retainers, including our chairman of the board. We also do not have any security ownership

requirements or guidelines for our management or directors. We do not currently anticipate any equity-based compensation will be granted in 2013, other than the annual grants of stock to our nonemployee directors. See the Director Compensation section in this proxy statement for a discussion of these annual grants.

*Compensation of our Named Executive Officers Employed by Contran*. For each of the last three years, we paid Contran a fee for services provided pursuant to our ISA with Contran, which fee was approved by our independent directors after receiving the recommendation of our management development and compensation committee and the concurrence of our chief financial officer. Such services provided under this ISA included the services of our named executive officers employed by Contran, and as a result a portion of the aggregate ISA fee we pay to Contran is paid with respect to services provided to us by such named executive officers. Our named executive officers who provided services to us pursuant to our ISA with Contran are as follows:

| Name | Positions with CompX |
|---|---|
| Darryl R. Halbert | Vice President, Chief Financial Officer and Controller |
| J. Mark Hollingsworth | Vice President and General Counsel |
| Robert D. Graham | Former Executive Vice President |

The nature of the duties of each of our named executive officers who are employees of Contran is consistent with the duties normally associated with the officer titles and positions such officer holds with us. Each of Messrs. Graham and Hollingsworth also serves as an executive officer of Contran. Mr. Graham ceased to serve as one of our executive officers in May 2012, although he continued to provide services to us under our ISA with Contran for all of 2012.

The charge under this ISA reimburses Contran for its cost of employing the personnel who provide the services by allocating such cost to us based on the estimated percentage of time such personnel were expected to devote to us over the year. The amount of the fee we paid for each year under this ISA for a person who provided services to us represents, in management's view, the reasonable equivalent of "compensation" for such services. See the Intercorporate Services Agreements part of the Certain Relationships and Transactions section of this proxy statement for the aggregate amount we paid to Contran in 2012 under this ISA. Under the various ISAs among Contran and its subsidiaries and affiliates, we share the cost of the employment of Messrs. Glenn Simmons, Graham, Hollingsworth, Louis and St. Wrba and Ms. Luttmer with Contran and certain of its other publicly and privately held subsidiaries. Mr. Halbert, however, provides all of his services to us and no other unconsolidated affiliate of ours. Therefore, the portion of the charge under this ISA related to his services represents a full year for his services for each reported year. For Mr. Glenn Simmons, the portion of the annual charge we paid in 2012 to Contran under this ISA attributable to his nondirector services and the amount we paid for his director services is set forth in the 2012 Director Compensation Table in this proxy statement. For each of Messrs. Halbert and Hollingsworth, the portion of the annual charge we paid for each of the last three years to Contran under this ISA attributable to his services is set forth in his salary column in the 2012 Summary Compensation Table in this proxy statement. For Mr. Graham, 2012 is the first year that the portion of the annual charge we paid attributable to his services under our ISA with Contran exceeded $100,000, which is the threshold for reporting compensation in the 2012 Summary Compensation Table. The amount charged under the ISA is not dependent upon our financial performance. As discussed further below, the amount charged under the ISA is based upon Contran's cost of employing or engaging the personnel who provide the services to us (including the services of certain of our named executive officers) by allocating such cost to us based on the estimated percentage of time such personnel were expected to devote to us over the year.

We believe the cost of the services received under our ISA with Contran, after considering the quality of the services received, is fair to us and is no less favorable to us than we could otherwise obtain from an unrelated third party for comparable services, based solely in our collective business judgment and experience without performing any independent market research.

In the early part of each year, Contran's management, including certain of our named executive officers, estimates the percentage of time that each Contran employee, including certain of our named executive officers, is expected to devote in the upcoming year to Contran and its subsidiaries and affiliates, including us. Contran's management then allocates Contran's cost of employing each of its employees among Contran and its various subsidiaries based on such estimated percentages. Contran's aggregate cost of employing each of its employees comprises:

- the annualized base salary of such employee at the beginning of the year;

- an estimate of the bonus Contran will pay or accrue for such employee (other than bonuses for specific matters) for the year, using as a reasonable approximation for such bonus the actual bonus that Contran paid or accrued for such employee in the prior year; and

- Contran's portion of the social security and medicare taxes on such base salary and an estimated overhead factor (25% for 2012 as compared to 24% for each of 2011 and 2010) applied to the base salary for the cost of medical and life insurance benefits, unemployment taxes, disability insurance, defined benefit and defined contribution plan benefits, professional education and licensing and costs of providing an office, equipment and supplies related to providing such services.

The overhead factor increased in 2012 as compared to 2011 primarily as a result of increased health care costs. Contran's senior management subsequently made such adjustments to the details of the proposed ISA charge as they deemed necessary for accuracy, overall reasonableness and fairness to us.

In the first quarter of each year, the proposed charge for that year under our ISA with Contran was presented to our management development and compensation committee, and the committee considered whether to recommend that our board of directors approve the ISA charge. Among other things during such presentation, the committee was informed of:

- the quality of the services Contran provides to us, including the quality of the services certain of our executive officers provide to us;

- the $1.0 million charge to us for the services of Harold C. Simmons for his consultation and advice to our chief executive officer regarding major strategic corporate matters;

- the comparison of the ISA charge and number of full-time equivalent employees reflected in the charge by department for the prior year and proposed for the current year;

- the comparison of the prior year and proposed current year charges by department and in total and such amounts as a percentage of Contran's similarly calculated costs for its departments and in total for those years;

- the comparison of the prior year and proposed current year average hourly rate; and

- the concurrence of our chief financial officer as to the reasonableness of the proposed charge.

In determining whether to recommend that the board of directors approve the proposed ISA fee to be charged to us, the management development and compensation committee considers the three elements of Contran's cost of employing the personnel who provide services to us, including the cost of employing certain of our named executive officers, in the aggregate and not individually. After considering the information contained in such presentations, and following further discussion and review, our management development and compensation committee recommended that our board of directors approve the proposed ISA fee after concluding that:

- the cost to employ the additional personnel necessary to provide the quality of the services provided by Contran would exceed the proposed aggregate fee to be charged by Contran to us under our ISA with Contran; and

- the cost for such services would be no less favorable than could otherwise be obtained from an unrelated third party for comparable services.

In reaching its recommendation, our management development and compensation committee did not review:

- any ISA charge from Contran to any other publicly held parent or sister company, although such charge was separately reviewed by the management development and compensation committee of the applicable company; and

- the compensation policies of Contran or the amount of time our named executive officers are expected to devote to us because:

    - each of our named executive officers employed by Contran, other than Mr. Halbert, provides services to many companies related to Contran, including Contran itself;

    - the fee we pay to Contran under our ISA with Contran each year does not represent all of Contran's cost of employing each of such named executive officers;

    - Contran and these other companies related to Contran absorb the remaining amount of Contran's cost of employing each of such named executive officers; and

    - the members of our management development and compensation committee consider the other factors discussed above in determining whether to recommend that the proposed ISA fee for each year be approved by the full board of directors.

Based on the recommendation of our management development and compensation committee as well as the concurrence of our chief financial officer, our independent directors approved the proposed annual ISA charge effective January 1, 2012, with our other directors abstaining.

For financial reporting and income tax purposes, the ISA fee is expensed as incurred on a quarterly basis. Contran has implemented a limit of $1.0 million on any individual's charge to a publicly held company in order to enhance the deductibility by the company of the charge for tax purposes under Section 162(m) of the Internal Revenue Code of 1986, if such section were to be deemed applicable. Section 162(m) generally disallows a tax deduction to publicly held companies for non-performance based compensation over $1.0 million paid to the company's chief executive officer and four other most highly compensated executive officers. Because of this policy, the portion of the aggregate ISA fee we paid to Contran in each of the last three years that was attributable to the services of Harold C. Simmons was limited to such $1.0 million amount.

*Deductibility of Compensation*. It is our general policy to structure the performance-based portion of the compensation of our executive officers, if any, in a manner that enhances our ability to deduct fully such compensation under Section 162(m) of the Internal Revenue Code.

***Compensation Committee Report***. The management development and compensation committee has reviewed with management the Compensation Discussion and Analysis section in this proxy statement. Based on the committee's review and a discussion with management, the committee recommended to the board of directors that our compensation discussion and analysis be included in this proxy statement.

The following individuals, in the capacities indicated, hereby submit the foregoing report.

**Ann Manix**
*Chairwoman of our Management Development and Compensation Committee*

**Norman S. Edelcup**
*Member of our Management Development and Compensation Committee*

***Summary of Cash and Certain Other Compensation of Executive Officers***. The 2012 Summary Compensation Table below provides information concerning compensation we and our subsidiaries paid or accrued for services rendered during the last three years by our chief executive officer, chief financial officer, each of the two other most highly compensated individuals who were our executive officers at December 31, 2012 and two former 2012 executive officers (in certain instances, based on ISA charges to us). Messrs. Graham, Halbert and Hollingsworth were employees of Contran for the last three years and provided their services to us and our subsidiaries pursuant to our ISA with Contran. For a discussion of this ISA, see the Intercorporate Services Agreements part of the Certain Relationships and Transactions section of this proxy statement.

**2012 SUMMARY COMPENSATION TABLE** (1)

| Name and Principal Position | Year | Salary | Bonus | All Other Compensation | Total |
|---|---|---|---|---|---|
| David A. Bowers | 2012 | $ 423,853 | $ 750,000 | $ 30,571 (2) | $ 1,204,424 |
| *Vice Chairman of the Board,* | 2011 | 394,610 | 425,000 | 31,016 (2) | 850,626 |
| *President and Chief Executive* | 2010 | 379,860 | 400,000 | 30,852 (2) | 810,712 |
| *Officer* | | | | | |
| Scott C. James | 2012 | 278,136 | 225,000 | 30,571 (2) | 533,707 |
| *Vice President* | 2011 | 269,574 | 215,000 | 31,016 (2) | 515,590 |
| | 2010 | 258,024 | 206,500 | 29,141 (2) | 493,665 |
| Darryl R. Halbert | 2012 | 481,900 (3) | -0- | -0- | 481,900 |
| *Vice President, Chief Financial* | 2011 | 456,600 (3) | -0- | -0- | 456,600 |
| *Officer and Controller* | 2010 | 419,100 (3) | -0- | -0- | 419,100 |
| J. Mark Hollingsworth | 2012 | 117,500 (3) | -0- | -0- | 117,500 |
| *Vice President and General Counsel* | 2011 | 109,300 (3) | -0- | -0- | 109,300 |
| | 2010 | 113,900 (3) | -0- | -0- | 113,900 |
| Corey J. Boland (4) (5) | 2012 | 225,139 | 200,000 | 10,006 (6) | 435,145 |
| *Former Vice President* | 2011 | 219,820 | 161,500 | 38,074 (6) | 419,394 |
| | 2010 | 199,274 | 160,000 | 30,852 (6) | 390,126 |
| Robert D. Graham (7) | 2012 | 154,000 (3) | -0- | -0- | 154,000 |
| *Former Vice President* | | | | | |

(1) Certain non-applicable columns have been omitted from this table.

(2) All other compensation for Messrs. Bowers and James for the last three years consisted of our matching contributions to their accounts under our 401(k) Plan and our contributions to their accounts under the CompX Capital Accumulation Pension Plan, a defined contribution plan, as follows:

| Named Executive Officer | Year | Employer's 401(k) Plan Matching Contributions | Employer's Capital Accumulation Pension Plan Contributions | Total |
|---|---|---|---|---|
| David A. Bowers | 2012 | $ 11,094 | $ 19,477 | $ 30,571 |
| | 2011 | 11,302 | 19,714 | 31,016 |
| | 2010 | 11,454 | 19,398 | 30,852 |
| Scott C. James | 2012 | 11,094 | 19,477 | 30,571 |
| | 2011 | 11,302 | 19,714 | 31,016 |
| | 2010 | 9,743 | 19,398 | 29,141 |

See the discussion of our retirement plan contributions in the Compensation Discussion and Analysis section of this proxy statement.

(3) Messrs. Graham, Halbert and Hollingsworth are employees of Contran and provide their executive officer services to us pursuant to our ISA with Contran. The amounts shown in the table as salary compensation for them represent the portion of the fees we paid to Contran pursuant to the ISA attributable to the services each of them rendered to us. The ISA charges disclosed for Contran employees who perform executive officer services to us and our subsidiaries are based on various factors described in the Compensation Discussion and Analysis section of this proxy statement. Our management development and compensation committee considers the factors described in the Compensation Discussion and Analysis section of this proxy statement in determining whether to recommend that our board of directors approve the aggregate proposed ISA fee with Contran. As discussed in the Compensation Discussion and Analysis section of this proxy statement, our management development and compensation committee does not consider any ISA charge from Contran to any other publicly held parent or sister company of ours, although such charge is separately reviewed by the management development and compensation committee of the applicable company.

(4) Mr. Boland was an executive officer for the last three years until he resigned as an officer effective December 28, 2012 upon CompX's sale of substantially all of the net assets of its Furniture Components division.

(5) From January 2010 through July 2011, our U.S. operations paid Mr. Boland in U.S. dollars his salary, his 2010 bonus and his 2010 and 2011 matching contributions to his account under our 401(k) Plan and the contributions to his account under the CompX Capital Accumulation Pension Plan, a defined contribution plan. Starting in July 2011, upon Mr. Boland's move to Canada to work for our Canadian operations, Waterloo paid in Canadian dollars his salary and his 2011 and 2012 bonus and the contributions to his account under Waterloo's defined contribution plan. We report in U.S. dollars the Canadian dollar compensation he received based on an average exchange rate of US$1.0006 per CN$1.00 for 2012 and US$1.0120 per CN$1.00 for 2011.

(6) As shown below, all other compensation for Mr. Boland consisted of the following payments:

- our reimbursement of certain expenses he incurred moving from Michigan to Canada in 2011;
- Waterloo's contribution to Mr. Boland's account under the Registered Pension Plan for Employees of Waterloo Furniture Components Ltd., a defined contribution plan, for 2011 and 2012;
- 2010 and 2011 matching contribution to his account under our 401(k) Plan for his employment in the U.S.; and
- a contribution to his account for 2010 and 2011 under the CompX Capital Accumulation Pension Plan, a defined contribution plan for his employment in the U.S.

| Named Executive Officer | Year | Reimbursement of Relocation Expenses | Waterloo Registered Pension Plan Contributions | Employer's 401(k) Plan Matching Contributions | Employer's Capital Accumulation Pension Plan Contributions | Total |
|---|---|---|---|---|---|---|
| Corey J. Boland | 2012 | $ -0- | $ 10,006 | $ -0- | $ -0- | $ 10,006 |
| | 2011 | 9,067 | 3,979 | 5,314 | 19,714 | 38,074 |
| | 2010 | -0- | -0- | 11,454 | 19,398 | 30,852 |

See the discussion of our retirement plan contributions in the Compensation Discussion and Analysis section of this proxy statement.

(7) For Mr. Graham, 2012 is the first year that the portion of the annual charge we paid attributable to his services under our ISA with Contran exceeded $100,000, which is the threshold for reporting compensation in the 2012 Summary Compensation Table. Mr. Graham ceased to serve as one of our executive officers in May 2012, although he continued to provide services to us under our ISA with Contran after May 2012. The amount shown in the 2012 Summary Compensation Table for Mr. Graham for 2012 represents the portion of the fees we paid to Contran pursuant to the ISA attributable to the services he rendered to us for all of 2012.

***2012 Grants of Plan-Based Awards***. In 2012, we did not grant any stock, stock options or other plan-based awards to our named executive officers.

***No Outstanding Equity Awards at December 31, 2012***. At December 31, 2012, none of our named executive officers held outstanding stock options to purchase shares of our common stock (or common stock of our parent or subsidiary companies), held any rights to such shares that were subject to vesting restrictions or held any equity incentive awards for such shares.

***No Option Exercises or Stock Vested***. During 2012, no named executive officer exercised any stock options or held any stock subject to vesting restrictions.

***Pension Benefits***. We do not have any defined benefit pension plans in which our named executive officers participate.

***Nonqualified Deferred Compensation***. We do not owe any nonqualified deferred compensation to our named executive officers.

***Director Compensation***. Our directors who are not employees of us or our subsidiaries are entitled to receive compensation for their services as directors. Our directors who received such compensation in 2012 were Serena S. Connelly, Norman S. Edelcup, Edward J. Hardin, Ann Manix, Glenn R. Simmons and Steven L. Watson. The table below reflects the annual rates of their retainers for 2012.

| | 2012 Director Retainers |
|---|---|
| Each director | $25,000 |
| Chairman of our audit committee and any member of our audit committee whom the board identified as an "audit committee financial expert" (provided that if one person served in both capacities only one such retainer was paid) | 30,000 |
| Other members of our audit committee | 15,000 |
| Members of our other committees | 5,000 |

Additionally, our nonemployee directors receive a fee of $1,000 per day for attendance at meetings of the board of directors or its committees and at an hourly rate (not to exceed $1,000 per day) for other services rendered on behalf of our board of directors or its committees. If a nonemployee director dies while serving on our board of directors, his designated beneficiary or estate will be entitled to receive a death benefit equal to the annual retainer then in effect. We reimburse our nonemployee directors for reasonable expenses incurred in attending meetings and in the performance of other services rendered on behalf of our board of directors or its committees.

On the day of each annual stockholder meeting, each of our nonemployee directors elected on that date receives a grant of shares of our class A common stock as determined by the following formula based on the closing price of a share of our class A common stock on the date of such meeting.

| **Range of Closing Price Per Share on the Date of Grant** | **Shares of Class A Common Stock to Be Granted** |
|---|---|
| Under $5.00 | 2,000 |
| $5.00 to $9.99 | 1,500 |
| $10.00 to $20.00 | 1,000 |
| Over $20.00 | 500 |

The following table provides information with respect to compensation our nonemployee directors earned for their 2012 director services provided to us.

**2012 DIRECTOR COMPENSATION** (1)

| Name | Fees Earned or Paid in Cash (2) | Stock Awards (3) | All Other Compensation (4) | Total |
|---|---|---|---|---|
| Serena S. Connelly | $ 30,000 | $13,000 | $ -0- | $ 43,000 |
| Norman S. Edelcup | 69,000 | 13,000 | -0- | 82,000 |
| Edward J. Hardin | 48,000 | 13,000 | -0- | 61,000 |
| Ann Manix | 54,000 | 13,000 | -0- | 67,000 |
| Glenn R. Simmons | 28,000 | 13,000 | 28,800 | 69,800 |
| Steven L. Watson | 30,000 | 13,000 | 115,400 | 158,400 |

(1) Certain non-applicable columns have been omitted from this table.

(2) Represents cash retainers and meeting fees the nonemployee director earned for director services he or she provided to us in 2012.

(3) Represents the value of 1,000 shares of our class A common stock we granted to each of these nonemployee directors on May 30, 2012. For the purposes of this table, we valued these stock awards at the $13.00 closing price per share of such shares on their date of grant, consistent with the requirements of Financial Accounting Standards Board Accounting Standards Codification Topic 718.

(4) Represents the portion of the annual charge we paid in 2012 to Contran under our ISA with Contran attributable to the nondirector services each of Messrs. Simmons and Watson provided to us under the ISA.

***Compensation Policies and Practices as They Relate to Risk Management***. We believe that the risks arising from our compensation policies and practices are not reasonably likely to have a material adverse effect on us. In reaching this conclusion, we considered the following:

- other than stock grants to our nonemployee directors, we do not grant equity awards to our employees, officers or other persons who provide services to us under our ISA with Contran, which mitigates taking excessive or inappropriate risk for short-term gain that might be rewarded by equity compensation;

- our executive officers employed by us are eligible to receive incentive bonus payments that are determined on a discretionary basis and do not guarantee an executive officer a particular level of bonus based on the achievement of a specified performance or financial target, which also mitigates taking excessive or inappropriate risk for short-term gain;

- our other key employees are eligible to receive bonuses based on the achievement of a specified performance or financial target based on our business plan for the year, but the chance of such employees undertaking actions with excessive or inappropriate risk for short-term gain in order to achieve such bonuses is mitigated because:

  - our executive officers, who are responsible for establishing and executing such business plan, are not eligible to receive bonuses based on the business plan, but instead are only eligible for the discretionary-based bonuses described above; and

  - there exist ceilings for these bonuses regardless of the actual level of our financial performance achieved;

- our officers and other persons who provide services to us under our ISA with Contran do not receive compensation from us directly and are employed by Contran, one of our parent

corporations, which aligns such officers and persons with the long-term interests of our stockholders;

- since we are a controlled company, as previously discussed, management has a strong incentive to understand and perform in the long-term interests of our stockholders; and

- our experience is that our employees are appropriately motivated by our compensation policies and practices to achieve profits and other business objectives in compliance with our oversight of material short and long-term risks.

For a discussion of our compensation policies and practices for our executive officers, please see the Compensation Discussion and Analysis section of this proxy statement.

***Compensation Consultants***. Neither our board of directors, management development and compensation committee nor management has engaged any compensation consultants.

## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act requires our executive officers, directors and persons who own more than 10% of a registered class of our equity securities to file reports of ownership with the SEC, the NYSE MKT and us. Based solely on the review of the copies of such forms and representations by certain reporting persons, we believe that for 2012 our executive officers, directors and 10% stockholders complied with all applicable filing requirements under section 16(a).

## CERTAIN RELATIONSHIPS AND TRANSACTIONS

***Related Party Transaction Policy***. As set forth in our code of business conduct and ethics, from time to time, we engage in transactions with affiliated companies. In addition, certain of our executive officers and directors serve as executive officers and directors of affiliated companies. With respect to transactions between or involving us and one or more of our affiliates, it is not a violation of the code if the transaction, in our opinion, is no less favorable to us than could be obtained from unrelated parties, or the transaction, in the absence of stockholder ratification or approval by our independent directors, is fair to all companies involved. Furthermore, the code provides that:

- directors and officers owe a duty to us to advance our legitimate interests when the opportunity to do so arises; and

- they are prohibited from (a) taking for themselves personally opportunities that properly belong to us or are discovered through the use of our property, information or position, (b) using corporate property, information or position for improper personal gain and (c) competing with our interests.

Our executive officers are responsible for applying this policy to related parties. No specific procedures are in place, however, that govern the treatment of transactions among us and our related entities, although we and such entities may implement specific procedures as appropriate for particular transactions. Provided, in our judgment, the standard set forth in the code of business conduct and ethics is satisfied, we believe, given the number of companies affiliated with Contran, that related party transactions with our affiliates, in many instances (such as achieving economies of scale), are in our best interest. In certain instances, our executive officers may seek the approval or ratification of such transactions by our independent directors, but there is no quantified threshold for seeking this approval.

***Relationships with Related Parties***. As set forth under the Security Ownership section of this proxy statement, Harold C. Simmons, through Contran, may be deemed to control us. We and other entities that may be deemed to be controlled by or related to Mr. Simmons sometimes engage in the following:

- intercorporate transactions, such as guarantees, management, expense and insurance sharing arrangements, tax sharing agreements, joint ventures, partnerships, loans, options, advances of

funds on open account and sales, leases and exchanges of assets, including securities issued by both related and unrelated parties; and

- common investment and acquisition strategies, business combinations, reorganizations, recapitalizations, securities repurchases and purchases and sales (and other acquisitions and dispositions) of subsidiaries, divisions or other business units, which transactions have involved both related and unrelated parties and have included transactions that resulted in the acquisition by one related party of an equity interest in another related party.

We periodically consider, review and evaluate and understand that Contran and related entities periodically consider, review and evaluate such transactions. Depending upon the business, tax and other objectives then relevant and restrictions under indentures and other agreements, it is possible that we might be a party to one or more of such transactions in the future. In connection with these activities, we may consider issuing additional equity securities or incurring additional indebtedness. Our acquisition activities have in the past and may in the future include participation in acquisition or restructuring activities conducted by other companies that may be deemed to be related to Harold C. Simmons.

Certain directors or executive officers of Contran, Keystone, Kronos Worldwide, NL or Valhi also serve as our directors or executive officers. Such relationships may lead to possible conflicts of interest. These possible conflicts of interest may arise under circumstances in which such companies may have adverse interests. In such an event, we implement such procedures as are appropriate for the particular transaction.

***Intercorporate Services Agreements***. As discussed elsewhere in this proxy statement, we and certain related companies have entered into ISAs. Under the ISAs, employees of one company provide certain services, including executive officer services, to the other company on an annual fixed fee basis. The services rendered under the ISAs may include executive, management, financial, internal audit, accounting, tax, legal, insurance, real estate management, environmental management, risk management, treasury, aviation, human resources, technical, consulting, administrative, office, occupancy and other services as required from time to time in the ordinary course of the recipient's business. The fees paid pursuant to the ISAs are generally based upon an estimated percentage of the time devoted by employees of the provider of the services to the business of the recipient and the employer's cost related to such employees, which includes the expense for the employees' compensation and an overhead component that takes into account other employment related costs. Generally, each of the ISAs renews on a quarterly basis, subject to the termination by either party pursuant to a written notice delivered 30 days prior to the start of the next quarter. Because of the number of companies related to Contran and us, we believe we benefit from cost savings and economies of scale gained by not having certain management, financial, legal, tax, real estate and administrative staffs duplicated at each company, thus allowing certain individuals to provide services to multiple companies. With respect to a publicly held company that is a party to an ISA, the ISA and the related aggregate annual charge are approved by the independent directors of the company after receiving the recommendation from the company's management development and compensation committee as well as the concurrence of the chief financial officer. See the Compensation of our Named Executive Officers Employed by Contran part of the Compensation Discussion and Analysis section in this proxy statement for a more detailed discussion on the procedures and considerations taken by our independent directors in approving the aggregate 2012 ISA fee charged by Contran to us.

The services of Harold C. Simmons provided to us under our ISA with Contran include consultation and advice to our chief executive officer and our other senior management concerning major strategic corporate matters. Such matters may include acquisitions or dispositions of certain assets (including investments) or operations, strategic business plans, business reorganizations and restructurings, financing and other capital raising initiatives, legal and litigation strategies, tax planning strategies and other matters. For financial reporting and income tax purposes, the ISA fee is expensed as incurred on a quarterly basis.

In 2012, we paid Contran fees of $3.7 million for its services under the ISA between Contran and us, including $1.0 million for the services of Harold C. Simmons. Because Contran has implemented a limit of $1.0 million on any individual's charge to a publicly held company, the aggregate ISA fee we paid to Contran in 2012 that was attributable to the services of Harold C. Simmons was limited to such $1.0 million amount. See the Compensation of our Named Executive Officers Employed by Contran subsection of the Compensation Discussion and Analysis section in this proxy statement for further information regarding this $1.0 million limit. In 2013, we

expect to pay Contran fees of approximately $3.9 million for its services under this ISA, including $1.0 million for the services of Harold C. Simmons. We also paid in 2012 director fees and expenses directly to Messrs. Glenn Simmons and Watson and Ms. Connelly for their services as our directors.

***Risk Management Program***. We and Contran participate in a combined risk management program. Pursuant to the program, Contran and certain of its subsidiaries and related entities, including us and certain of our subsidiaries and related entities, as a group purchase insurance policies and risk management services. The program apportions its costs among the participating companies. Tall Pines and EWI provide for or broker the insurance policies. Tall Pines purchases reinsurance for substantially all of the risks it underwrites. EWI also provides claims and risk management services and, where appropriate, engages certain third-party risk management consultants. Tall Pines is a captive insurance company wholly owned by Valhi. EWI is a reinsurance brokerage and risk management company wholly owned by NL. Tall Pines purchases reinsurance from third-party insurance carriers with an A.M. Best Company rating of generally at least an "A-" (excellent) for substantially all of the risks it underwrites. Consistent with insurance industry practices, Tall Pines and EWI receive commissions from insurance and reinsurance underwriters and/or assess fees for the policies that they provide or broker.

With respect to certain of such jointly owned insurance policies, it is possible that unusually large losses incurred by one or more insureds during a given policy period could leave the other participating companies without adequate coverage under that policy for the balance of the policy period. As a result, Contran and certain of its subsidiaries or related companies, including us, have entered into a loss sharing agreement under which any uninsured loss is shared by those companies who have submitted claims under the relevant policy. We believe the benefits in the form of reduced premiums and broader coverage associated with the group coverage for such policies justify the risks associated with the potential for any uninsured loss.

During 2012, we paid Tall Pines and EWI in the aggregate approximately $1.2 million. This amount principally represents payments for insurance premiums, which include premiums or fees paid to Tall Pines and commissions or fees paid to EWI. This amount also includes payments to insurers or reinsurers through EWI for the reimbursement of claims within our applicable deductible or retention ranges that such insurers and reinsurers paid to third parties on our behalf, as well as amounts for claims and risk management services and various other third-party fees and expenses incurred by the program. In our opinion, the program's allocations of its costs among us and our related entities are reasonable. We believe the amounts that we and our subsidiaries paid for the combined risk management program are less than the costs we would have incurred had we entirely used unrelated third parties for the services the program provided. We expect that these relationships with Tall Pines and EWI will continue in 2013. Because we believe there is no conflict of interest regarding our participation in the combined risk management program, our audit committee received periodic reports regarding this program but we did not ask our independent directors to approve it.

***Tax Matters***. We and our qualifying subsidiaries are members of the consolidated U.S. federal tax return of which Contran is the parent company, which we refer to as the "Contran Tax Group." As a member of the Contran Tax Group and pursuant to certain tax sharing agreements or policies, each of the members and its qualifying subsidiaries compute provisions for U.S. income taxes on a separate company basis using tax elections made by Contran. Pursuant to the tax sharing agreements or policies and using tax elections made by Contran, each of the parties makes payments or receives payments in amounts it would have paid to or received from the U.S. Internal Revenue Service had it not been a member of the Contran Tax Group but instead had been a separate taxpayer. Refunds are generally limited to amounts previously paid under the respective tax sharing agreement or policy. We and our qualifying subsidiaries are also a part of consolidated tax returns filed by Contran in certain U.S. state jurisdictions. The terms of the applicable tax sharing agreements or policies also apply to state payments to these jurisdictions.

Under applicable law, we, as well as every other member of the Contran Tax Group, are each jointly and severally liable for the aggregate federal income tax liability of Contran and the other companies included in the group for all periods in which we are included in the group. Under our tax agreement with NL, NL agrees to indemnify us for any liability for income taxes of the Contran Tax Group in excess of our tax liability previously computed and paid by us in accordance with the tax allocation policy.

Under certain circumstances, tax regulations could require Contran to treat items differently than we would have treated them on a stand-alone basis. In such instances, accounting principles generally accepted in the United

States of America require us to conform to Contran's tax elections. In 2012, pursuant to our tax sharing agreement and policies with NL, we made a net cash payment to NL of approximately $1.2 million. Because the calculation of our tax payments or refunds is determined pursuant to applicable tax law, we believe there is no conflict of interest regarding our tax sharing agreement and policies with NL. Consequently, our independent directors received periodic reports regarding such tax sharing agreement and policies but were not asked to approve our tax agreement or policies or the resulting payments or refunds for income taxes.

***Loan from TFMC***. Prior to 2012, we purchased and/or cancelled certain shares of our class A common stock from TFMC. We paid for the shares in the form of a promissory note which, as amended, bears interest at LIBOR plus 1% and provides for quarterly principal prepayments of $250,000, with the balance due at maturity in September 2014. The promissory note is prepayable, in whole or in part, at any time at our option without penalty. The promissory note was subordinated to our U.S. revolving bank credit facility until such facility was terminated in December 2012. During 2012, we paid approximately $0.3 million of interest and $3.7 million of principal under this note. The largest amount of principal that we owed to TFMC under this note was approximately $22.2 million during 2012 and the principal balance at December 31, 2012 was approximately $18.5 million. On December 20, 2012, TIMET and its wholly owned subsidiary TFMC, ceased to be related to us when Precision Castparts Corp. purchased control of TIMET in a tender offer. Since this loan was for other than cash management purposes, prior to the loan each of CompX's and TIMET's management asked its independent directors to consider the loan and the independent directors approved the loan.

***Related Party Loans for Cash Management Purposes***. From time to time, loans and advances are made between us and various related parties pursuant to term and demand notes. These loans and advances are entered into principally for cash management purposes pursuant to our cash management program. When we loan funds to related parties, the lender is generally able to earn a higher rate of return on the loan than the lender would earn if the funds were invested in other instruments. While certain of such loans may be of a lesser credit quality than cash equivalent instruments otherwise available to us, we believe that we have evaluated the credit risks involved, and that those risks are reasonable and reflected in the terms of the applicable loans. When we borrow from related parties, we are generally able to pay a lower rate of interest than we would pay if we borrowed from unrelated parties.

In February 2010 we entered into an unsecured revolving demand promissory note with NL whereby we agreed to loan NL up to $8.0 million. In December 2012, this promissory note was amended whereby we agreed to loan NL up to $40 million. As amended, our loans to NL will bear interest at the prime rate less 0.75%, with all principal due on demand on or after March 31, 2014 (and in any event no later than December 31, 2014), with interest payable quarterly. The principal amount we lend to NL at any time is at our discretion. As of December 31, 2012, we had no loans outstanding to NL. Interest income on our loans to NL was nil in 2012. Because these loans were for cash management purposes, our independent directors received periodic reports regarding such loans to NL but we did not ask our independent directors to approve them or amendments to the note.

***Simmons Family Matters***. In addition to the services he provides under our ISA with Contran as discussed under the Intercorporate Services Agreements section above, certain family members of Harold C. Simmons also provide services to us through Contran pursuant to this ISA. In 2012, L. Andrew Fleck (a step-son of Harold C. Simmons) provided certain real property management services to us pursuant to this ISA. The portion of the fees we paid to Contran in 2012 pursuant to this ISA attributable to the services of Mr. Fleck was less than $120,000. See the Intercorporate Services Agreements section above for a more detailed discussion on the procedures and considerations taken by our independent directors in approving the aggregate 2012 ISA fee Contran charged us. As disclosed in the 2012 Director Compensation Table in this proxy statement:

- Mr. Glenn Simmons (who died in March 2013 and was a brother of Harold Simmons) also provided us nondirector services under our ISA with Contran and received compensation in cash and stock from us for his services as one of our directors in 2012; and
- Ms. Serena S. Connelly (the daughter of Harold Simmons) received compensation in cash and stock from us for her services as one of our directors in 2012.

Ms. Connelly is not standing for re-election to the board of directors. We expect similar compensation expenses and ISA charges regarding Mr. Fleck in 2013.

## AUDIT COMMITTEE REPORT

Our audit committee of the board of directors is comprised of Norman S. Edelcup, Edward J. Hardin and Ann Manix. The audit committee operates under a written charter adopted by the board of directors. All members of our audit committee meet the independence standards established by the board of directors and the NYSE MKT and promulgated by the SEC under the Sarbanes-Oxley Act of 2002. The audit committee charter is available on our website at *www.compx.com* under the corporate section.

Our management is responsible for, among other things, preparing our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, or "GAAP," establishing and maintaining internal control over financial reporting (as defined in Securities Exchange Act Rule 13a-15(f)) and evaluating the effectiveness of such internal control over financial reporting. Our independent registered public accounting firm is responsible for auditing our consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and for expressing an opinion on the conformity of the financial statements with GAAP. Our audit committee assists the board of directors in fulfilling its responsibility to oversee management's implementation of our financial reporting process. In its oversight role, our audit committee reviewed and discussed the audited financial statements with management and with PwC, our independent registered public accounting firm for 2012. Our audit committee also reviewed and discussed our internal control over financial reporting with management and with PwC.

Our audit committee met with PwC and discussed any issues deemed significant by our independent registered public accounting firm or the committee, including the matters required to be discussed pursuant to the auditing standards of the Public Company Accounting Oversight Board. PwC has provided to our audit committee written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and our audit committee discussed with PwC the firm's independence. Our audit committee also concluded that PwC's provision of other permitted non-audit services to us and our related entities is compatible with PwC's independence.

Based upon the foregoing considerations, our audit committee recommended to the board of directors that our audited financial statements be included in our 2012 Annual Report on Form 10-K for filing with the SEC.

Members of our audit committee of the board of directors respectfully submit the foregoing report.

| | | |
|---|---|---|
| **Norman S. Edelcup** | **Edward J. Hardin** | **Ann Manix** |
| *Chairman of our Audit Committee* | *Member of our Audit Committee* | *Member of our Audit Committee* |

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM MATTERS

***Independent Registered Public Accounting Firm***. PwC served as our independent registered public accounting firm for the year ended December 31, 2012. Our audit committee has appointed PwC to review our quarterly unaudited condensed consolidated financial statements to be included in our Quarterly Report on Form 10-Q for the first quarter of 2013. We expect PwC will be considered for appointment to:

- review our quarterly unaudited condensed consolidated financial statements to be included in our Quarterly Reports on Form 10-Q for the second and third quarters of 2013 and the first quarter of 2014; and
- audit our annual consolidated financial statements for the year ending December 31, 2013.

Representatives of PwC are not expected to attend the annual meeting.

***Fees Paid to PricewaterhouseCoopers LLP***. The following table shows the aggregate fees that our audit committee has authorized and PwC has billed or is expected to bill to us for services rendered for 2011 and 2012. Additional fees for 2012 may subsequently be authorized and paid to PwC, in which case the amounts disclosed below for fees paid to PwC for 2012 would be adjusted to reflect such additional payments in our proxy statement relating to next year's annual stockholder meeting. In this regard, we have similarly adjusted the audit fees shown for 2011 from the amounts disclosed in our 2012 proxy statement.

| Type of Fees | 2011 | 2012 |
|---|---|---|
| | (in thousands) | |
| Audit Fees (1) | $ 718 | $ 794 |
| Audit-Related Fees (2) | 10 | -0- |
| Tax Fees (3) | 9 | 9 |
| All Other Fees | -0- | -0- |
| **Total** | **$ 737** | **$ 803** |

(1) Fees for the following services:

(a) audits of consolidated year-end financial statements for each year;
(b) reviews of the unaudited quarterly financial statements appearing in Forms 10-Q for each of the first three quarters of each year;
(c) consents and/or assistance with registration statements filed with the SEC;
(d) normally provided statutory or regulatory filings or engagements for each year; and
(e) the estimated out-of-pocket costs PwC incurred in providing all of such services, for which PwC is reimbursed.

Our 2011 amount for audit fees includes $25,000 we incurred as a result of our July 2011 acquisition of Mediamounts Ltd.

Our 2012 amount for audit fees includes $35,000 we incurred as a result of our December 2012 sale of our Furniture Components division.

(2) Fees for assurance and related services reasonably related to the audit or review of financial statements for each year. These services included accounting consultations and attest services concerning financial accounting and reporting standards and advice concerning internal control over financial reporting.

(3) Permitted fees for tax compliance, tax advice and tax planning services.

***Preapproval Policies and Procedures***. For the purpose of maintaining the independence of our independent registered public accounting firm, our audit committee has adopted policies and procedures for the preapproval of audit and other permitted services the firm provides to us or any of our subsidiaries. We may not engage the firm to render any audit or other permitted service unless the service is approved in advance by our audit committee pursuant to the committee's amended and restated preapproval policy. Pursuant to the policy:

- the committee must specifically preapprove, among other things, the engagement of our independent registered public accounting firm for audits and quarterly reviews of our financial statements, services associated with certain regulatory filings, including the filing of registration statements with the SEC, and services associated with potential business acquisitions and dispositions involving us; and

- for certain categories of other permitted services provided by our independent registered public accounting firm, the committee may preapprove limits on the aggregate fees in any calendar year without specific approval of the service.

These other permitted services include:

- audit-related services, such as certain consultations regarding accounting treatments or interpretations and assistance in responding to certain SEC comment letters;

- audit-related services, such as certain other consultations regarding accounting treatments or interpretations, employee benefit plan audits, due diligence and control reviews;

- tax services, such as tax compliance and consulting, transfer pricing, customs and duties and expatriate tax services; and

- assistance with corporate governance matters and filing documents in foreign jurisdictions not involving the practice of law.

The policy also lists certain services for which the independent auditor is always prohibited from providing us under applicable requirements of the SEC or the Public Company Accounting Oversight Board.

Pursuant to the policy, our audit committee has delegated preapproval authority to the chairman of the committee or his designee to approve any fees in excess of the annual preapproved limits for these categories of other permitted services provided by our independent registered public accounting firm. The chairman must report any action taken pursuant to this delegated authority at the next meeting of the committee.

For 2012, our audit committee preapproved all of PwC's services provided to us or any of our subsidiaries in compliance with our amended and restated preapproval policy without the use of the SEC's *de minimis* exception to such preapproval requirement.

## PROPOSAL 2
## NONBINDING ADVISORY RESOLUTION ON NAMED EXECUTIVE OFFICER COMPENSATION

***Background***. Pursuant to Section 14A of the Securities Exchange Act, a publicly held company is required to submit to its stockholders a nonbinding advisory vote to approve the compensation of its named executive officers, commonly known as a "Say-on-Pay" proposal. On May 30, 2012, our stockholders approved, on a nonbinding advisory basis, an annual Say-on-Pay. The next nonbinding stockholder advisory vote on a Say-on-Pay proposal will be at our 2014 annual meeting of stockholders and the next nonbinding stockholder advisory vote on the frequency of a Say-on-Pay proposal will be at our 2017 annual meeting of stockholders.

***Say-on-Pay Proposal***. This proposal affords our stockholders the opportunity to submit a nonbinding advisory vote on our named executive officer compensation. The Compensation Discussion and Analysis section, the tabular disclosure regarding our named executive officer compensation and the related disclosure in this proxy statement describe our named executive officer compensation and the compensation decisions made by our management and our management development and compensation committee of the board of directors with respect to our named executive officers. This proposal is not intended to address any specific element of compensation of our named executive officers as described in this proxy statement, but the compensation of our named executive officers in general. Our board of directors requests that each stockholder cast a nonbinding advisory vote to adopt the following resolution:

**RESOLVED**, that, by the affirmative vote of the majority of the holders of our outstanding class A and B shares of common stock, voting together as a single class, present in person or represented by proxy at the 2013 annual meeting and entitled to vote thereon, the stockholders of CompX International Inc. approve, on a nonbinding advisory basis, the compensation of its executive officers named in the 2012 Summary Compensation Table in the 2013 annual meeting proxy statement of CompX International Inc. as such compensation is disclosed in the proxy statement pursuant to the executive compensation disclosure rules of the U.S. Securities and Exchange Commission, which disclosure includes the compensation discussion and analysis, the compensation tables and any related disclosure in the proxy statement.

***Effect of the Proposal***. The Say-on-Pay proposal is nonbinding and advisory. Our stockholders' approval or disapproval of this proposal will not require our board of directors, its management development and compensation committee or our management to take any action regarding our executive compensation practices.

***Vote Required***. Because this proposal is a nonbinding advisory vote, there is no minimum requisite vote to approve the Say-on-Pay proposal. The proposed resolution provides that the affirmative vote of the majority of the holders of our outstanding class A and B shares of common stock, voting together as a single class, present in person or represented by proxy at the annual meeting and entitled to vote will be the requisite vote to adopt the resolution and approve the compensation of our named executive officers as such compensation is disclosed in this proxy statement. Accordingly, abstentions will be counted as represented and entitled to vote and will therefore have the effect of a negative vote. Broker/nominee non-votes will not be counted as entitled to vote and will have no effect on this proposal.

As already disclosed, NL is the direct holder of 86.8% of the outstanding shares of our combined class A and B common stock as of the record date and has indicated its intention to have its shares of our common stock represented at the meeting and to vote such shares FOR the Say-on-Pay proposal and adoption of the resolution that approves the compensation of our named executive officers as described in this proxy statement. If NL attends the meeting in person or by proxy and votes as indicated, the meeting will have a quorum present and the stockholders will adopt the resolution and approve the nonbinding advisory Say-on-Pay proposal.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** THE SAY-ON-PAY PROPOSAL AS SET FORTH IN THE NONBINDING ADVISORY RESOLUTION APPROVING OUR NAMED EXECUTIVE OFFICER COMPENSATION AS DISCLOSED IN THIS PROXY STATEMENT.

## OTHER MATTERS

The board of directors knows of no other business that will be presented for consideration at the annual meeting. If any other matters properly come before the meeting, the persons designated as agents in the enclosed proxy card will vote on such matters in their discretion.

## 2012 ANNUAL REPORT ON FORM 10-K

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 is included as part of the annual report mailed to our stockholders with this proxy statement and may also be accessed on our website at *www.compx.com*.

## STOCKHOLDERS SHARING THE SAME ADDRESS

Stockholders who share an address and hold shares through a brokerage firm or other nominee may receive only one copy of the proxy materials. This procedure, referred to as householding, reduces the volume of duplicate information stockholders receive and reduces mailing and printing expenses. A number of brokerage firms have instituted householding. You should notify your brokerage firm or other nominee if:

- you no longer wish to participate in householding and would prefer to receive separate proxy materials; or
- you receive multiple copies of the proxy materials at your address and would like to request householding of our communications.

## REQUEST COPIES OF THE 2012 ANNUAL REPORT AND THIS PROXY STATEMENT

To obtain copies of our 2012 annual report to stockholders or this proxy statement without charge, please mail your request to the attention of A. Andrew R. Louis, corporate secretary, at CompX International Inc., Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697, or call him at 972.233.1700.

**COMPX INTERNATIONAL INC.**

Dallas, Texas
April 29, 2013

**COMPX INTERNATIONAL INC.**
**Three Lincoln Centre**
**5430 LBJ Freeway, Suite 1700**
**Dallas, Texas 75240-2697**