

Tronox Ltd  
Form 4  
August 06, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Muglia Richard L

(Last) (First) (Middle)

ONE STAMFORD PLAZA., 263  
TRESSER BLVD., SUITE 1100

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Tronox Ltd [TROX]

3. Date of Earliest Transaction  
(Month/Day/Year)

08/06/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP, General Counsel &amp; Sec.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock Class<br>A            | 08/06/2015                              |                                                             | P                                    | 1,000                                                                   | A \$<br>10.87                                                                                                      | 39,985 <sup>(1)</sup>                                                | D                                       |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: Tronox Ltd - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>Paid<br>for<br>Underlying<br>Securities<br>(Instr. 3) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------------|
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------------|

|                                                 |          |     |     |  |  | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
|-------------------------------------------------|----------|-----|-----|--|--|---------------------|--------------------|----------------------------|-------------------------------------|
| Code                                            | V        | (A) | (D) |  |  |                     |                    |                            |                                     |
|                                                 |          |     |     |  |  | (2)                 | 02/25/2023         | Class A<br>Common<br>Stock | 5,838<br>(2)                        |
| Common<br>Stock<br>Options<br>(right to<br>buy) | \$ 19.09 |     |     |  |  |                     |                    |                            |                                     |
|                                                 |          |     |     |  |  | (2)                 | 02/10/2024         | Class A<br>Common<br>Stock | 21,666<br>(2)                       |
| Common<br>Stock<br>Options<br>(right to<br>buy) | \$ 21.98 |     |     |  |  |                     |                    |                            |                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |                                      |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------------|-------|
|                                                                                                | Director      | 10% Owner | Officer                              | Other |
| Muglia Richard L<br>ONE STAMFORD PLAZA,<br>263 TRESSER BLVD., SUITE 1100<br>STAMFORD, CT 06901 |               |           | SVP,<br>General<br>Counsel &<br>Sec. |       |

## Signatures

/s/ Richard L.  
Muglia

08/06/2015

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 2,822 performance-based restricted shares.

(2) As reported on Form 3 filed 3/1/2014, the options vest in three equal installments on the anniversary date of the grant provided that Mr. Muglia is then providing services to the Company on each such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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