

Tronox Ltd  
Form 4  
October 11, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mahoney Kevin V

(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)  
11/12/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice President, Controller

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Class A Common Stock            | 11/12/2012 <sup>(1)</sup>            |  | A                              |   | 14,756 <sup>(2)</sup>   | A  | <sup>(2)</sup> 14,756             |
| Class A Common Stock            | 02/25/2013 <sup>(1)</sup>            |  | A                              |   | 5,064 <sup>(2)</sup>  | A  | <sup>(2)</sup> 19,820             |
| Class A Common Stock            | 02/25/2013 <sup>(1)</sup>            |  | A                              |   | 2,894 <sup>(3)</sup>  | A  | <sup>(3)</sup> 22,714             |
| Class A Common                  | 02/25/2013 <sup>(1)</sup>            |  | A                              |   | 2,894 <sup>(4)</sup>  | A  | <sup>(4)</sup> 25,608             |

Stock

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 displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock Options (right to buy)        | \$ 19.09   | 02/25/2013 <sup>(1)</sup>            |  | A                              | 26,050  | <sup>(5)</sup> 02/25/2023                                | Class A Common Stock  | 26,050                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Mahoney Kevin V<br>ONE STAMFORD PLAZA 263 TRESSER BLVD.<br>SUITE 1100<br>STAMFORD, CT 06901 |               |           | Vice President, Controller |       |

## Signatures

/s/ Michael J. Foster  
10/11/2013  
\*\*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) Due to an inadvertent error this grant of options was not timely reported.

## Edgar Filing: Tronox Ltd - Form 4

- (2) Represents the grant of time based restricted stock. The shares will vest ratably over three years on the anniversary date of the grant.
- (3) Represents the grant of 2894 shares of performance based restricted stock. The shares will vest three years from the grant date based upon return on capital employed (ROCE).
- (4) Represents the grant of 2894 shares of performance based restricted stock. The shares will vest three years from the grant date based upon total shareholder return (TSR).
- (5) Options will vest in three equal installments on the anniversary date of the grant.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.