

Tronox Ltd  
Form 4  
February 06, 2017

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Casey Thomas

(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)

02/02/2017

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)

Chairman, CEO

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 (A)<br>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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock<br>Class A            |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                        | Price                                                                                                              |                                                                         | Kepaca Ltd,<br>A Domestic<br>Limited<br>Partnership               |
| Common<br>Stock<br>Class A            | 02/02/2017                              |                                                             | A                                    | 163,266<br>(1)                                                          | \$<br>12.25<br>(2)                                                                                                 | 1,206,968 D                                                             |                                                                   |
| Common<br>Stock<br>Class A            |                                         |                                                             |                                      |                                                                         | 25,000                                                                                                             | I                                                                       | Thomas J<br>Casey<br>Living<br>Trust                              |

# Edgar Filing: Tronox Ltd - Form 4

|                            |        |   |                                    |
|----------------------------|--------|---|------------------------------------|
| Common<br>Stock<br>Class A | 10,000 | I | Christine K.<br>Casey Rev<br>Trust |
|----------------------------|--------|---|------------------------------------|

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<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. Pr<br>Deri<br>Secu<br>(Inst |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                          | Amount or<br>Number of<br>Shares |
| Common<br>Stock<br>Options<br>(right to<br>buy)     | \$ 19.09                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(3)</u>                                                     | 02/25/2023                                                          | Class A<br>Common<br>Stock     | 200,000<br><u>(3)</u>            |
| Common<br>Stock<br>Options<br>(right to<br>buy)     | \$ 21.98                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(4)</u>                                                     | 02/10/2024                                                          | Class A<br>Common<br>Stock     | 157,403<br><u>(4)</u>            |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships                             |
|------------------------------------------------------------------------------------------|-------------------------------------------|
|                                                                                          | Director    10% Owner    Officer    Other |
| Casey Thomas<br>ONE STAMFORD PLAZA<br>263 TRESSER BLVD, SUITE 1100<br>STAMFORD, CT 06901 | Chairman, CEO                             |

## Signatures

/s/ Richard L. Muglia, as  
attorney-in-fact

02/06/2017

\_\_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).

The Restricted Share Units subject to this grant shall vest in equal annual portions on each of the next three (3) anniversaries of the Grant

(1) Date (each, a "Vesting Date") provided that the Participant is then providing services to the Company on each such Vesting Date.  
Dividends will be accrued until shares vest and paid at that time.

(2) The volume-weighted average price of the Company's common shares for the 30 day period ending on February 2, 2017.

(3) As reported on Form 4 filed on 10/11/2013, the options vest in three equal installments on the anniversary date of the grant.

(4) As reported on Form 4 filed 2/12/2014, the options 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.

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