Tronox Ltd
Form 10-Q/A
September 10, 2012

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# Form 10-Q/A

# Amendment No. 1

**(Mark One)**

x  **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2012**

**OR**

¨  **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from _____ to _____**

**Commission file number 1-35573**

# TRONOX LIMITED

**(ACN 153 348 111)**

**(Exact Name of Registrant as Specified in its Charter)**

| | |
|---|---|
| **Western Australia, Australia** | **98-1026700** |
| **(State or Other Jurisdiction of** | **(I.R.S. Employer** |
| **Incorporation or Organization)** | **Identification Number)** |

**One Stamford Plaza**

**263 Tresser Boulevard, Suite 1100**

**Stamford, Connecticut 06901**

**(Address of principal executive offices)**

**Registrant s telephone number, including area code: (203) 705-3800**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.   Yes ¨   No  x

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).   Yes ¨   No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of  large accelerated filer,   accelerated filer  and  smaller reporting company  in Rule 12b-2 of the Exchange Act.

| | | |
|---|---|---|
| Large accelerated filer   ¨ | Accelerated filer | ¨ |
| Non-accelerated filer     x | Smaller reporting company | ¨ |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).   Yes ¨   No  x

As of July 31, 2012, there were 125,493,285 shares of the Registrant  s Class A ordinary shares and Class B ordinary shares outstanding.

**Explanatory Note**

The purpose of this Amendment No. 1 to our Quarterly Report Form 10-Q for the period June 30, 2012 ( Form 10-Q ), as filed with the Securities and Exchange Commission on August 10, 2012, is to furnish Exhibit 101 to the Form 10-Q, which provides certain items from our Form 10-Q formatted in eXtensible Business Reporting Language ( XBRL ).

No other changes have been made to the Form 10-Q other than the furnishing of the exhibit described above. This Amendment No. 1 does not reflect subsequent events occurring after the original date of the Form 10-Q or modify or update in any way disclosures way disclosures made in the Form 10-Q.

Pursuant to Rule 406T of Regulations S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filled for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**TRONOX LIMITED**

Date: September 10, 2012

By:   /s/ Thomas Casey
Thomas Casey
Chairman of the Board and Chief Executive Officer

By:   /s/ Daniel D. Greenwell
Daniel D. Greenwell
Chief Financial Officer

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**TRONOX LIMITED**

**INDEX TO EXHIBITS**

| Exhibit Number | Exhibit Description |
| --- | --- |
| 101. INS | XBRL Instance Document |
| 101. SCH | XBRL Taxonomy Extension Schema |
| 101. CAL | XBRL Taxonomy Extension Calculation Linkbase |
| 101. DEF | XBRL Taxonomy Extension Definition Linkbase |
| 101. LAB | XBRL Taxonomy Extension Label Linkbase |
| 101. PRE | XBRL Taxonomy Extension Presentation Linkbase Document |