Tronox Ltd Form 5 January 15, 2014

FORM 5

OMB APPROVAL

3235-0362

January 31,

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction UNITED STATES SECURITIES AND EXCHANGE COMMISSION Number: Washington, D.C. 20549 Expires: ANNUAL STATEMENT OF CHANGES IN BENEFICIAL burden h response

Estimated average burden hours per response... 1.0

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

securities beneficially owned directly or indirectly.

Arran Pravindran Trevor Syn			2. Issuer Name and Ticker or Trading Symbol Tronox Ltd [TROX]				5. Relationship of Reporting Person(s) to Issuer				
	(First) MFORD PLAZA BLVD. SUITE 1	(Month 01/31 , 263	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/31/2013				(Check all applicable) Director 10% OwnerX Officer (give title Other (specify below)				
(Street) 4. If Amendment Filed(Month/Date				,			Individual or Joint/Group Reporting (check applicable line)				
STAMFOR			_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person								
(City)	(State)	(Zip) Ta	able I - Non-De	erivative Se	ecurit	ies Acquired	l, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities Acquired (or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Amount	(D)	Price	7)				
Common Stock Class A (1)	06/27/2013	Â	F4	1,241	D	\$ 20.1756	45,446	D	Â		
Reminder: Report on a separate line for each class of Persons who respond to the collection of information								nation	SEC 2270		

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(9-02)

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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)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Common Stock Options (right to buy) (3)	\$ 20.64	10/26/2012	Â	A4	18,695	Â	(4)	10/26/2022	Class A Common Stock	18,69

Reporting Owners

Reporting Owner Name / Address	Relationships							
Topozona o mar i mare i zumzem	Director	10% Owner	Officer					
Arran Pravindran Trevor								
ONE STAMFORD PLAZA	â	Â	Sr VP & Pres, Mineral Sands	Â				
263 TRESSER BLVD. SUITE 1100	А		A SI VP & Pies, Willieral Sands					
STAMFORD Â CTÂ 06901								

Signatures

/s/ Michael J.
Foster

**Signature of Reporting Person

O1/15/2014

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) Withholding of shares by the issuer to satisfy tax withholding obligations in connection with the vesting of a restricted stock award.
- (2) Reported on Form 4 filed on 1/15/2014.
- (3) Reported on Form 4 filed on 10/11/2013.
- (4) 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 provided 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.

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