

# **TRONOX LTD**

Reported by  
**CASEY THOMAS**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/16/17 for the Period Ending 05/15/17

Telephone	(405) 775-5000
CIK	0001530804
Symbol	TROX
SIC Code	2810 - Industrial Inorganic Chemicals
Industry	Specialty Chemicals
Sector	Basic Materials

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Casey Thomas</b>  (Last) (First) (Middle)  <b>ONE STAMFORD PLAZA, 263 TRESSER BLVD, SUITE 1100</b>  (Street)  <b>STAMFORD, CT 06901</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Tronox Ltd [ TROX ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/15/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock Class A	5/15/2017		A		668248 <u>(1)</u>	A	\$19.1	1875216	D	
Common Stock Class A	5/15/2017		F		511961 <u>(2)</u>	D	\$19.1	1363255	D	
Common Stock Class A								145000	I	Thomas & Christine K. Casey JTWROS
Common Stock Class A								35000	I	Christine K. Casey Rev Trust

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Options (right to buy)	\$19.09							<u>(3)</u>	2/25/2023	Class A Common Stock	200000 <u>(3)</u>		200000	D	
Common Stock Options (right to buy)	\$21.98							<u>(4)</u>	2/10/2024	Class A Common Stock	157407 <u>(4)</u>		157407	D	

**Explanation of Responses:**

- (1) In connection with Mr. Casey's previously announced retirement as CEO, the Company, in accordance with Mr. Casey's employment agreement, vested all previously granted performance awards assuming the achievement of target performance levels set out in each grant agreement.
- (2) The Company withheld 511,961 shares to satisfy withholding tax obligations and Mr. Casey received the balance of 629,524 shares of previously granted restricted common stock.
- (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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Casey Thomas				

ONE STAMFORD PLAZA 263 TRESSER BLVD, SUITE 1100 STAMFORD, CT 06901	X			
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**Signatures**

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

5/16/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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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