

TRONOX LTD

FORM 8-K (Current report filing)

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

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): June 28, 2017 (June 27, 2017)

TRONOX LIMITED

(Exact name of registrant as specified in its charter)

Western Australia, Australia
(State or other jurisdiction of incorporation)

001-35573
(Commission File Number)

98-1026700
(IRS Employer Identification No.)

**263 Tresser Boulevard, Suite 1100
Stamford, Connecticut 06901**

**Lot 22 Mason Road,
Kwinana Beach, WA 6167
Australia**

(Address of principal executive offices, including zip code)

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

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR § 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR § 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 27, 2017, the Board of Directors (the “Board”) of Tronox Limited (the “Company”), appointed Timothy C. Carlson, the Senior Vice President and Chief Financial Officer of the Company, as a Class A director of the Company. Mr. Carlson will fill the vacancy on the Board created by the passing of Thomas Casey, the Company’s former Chairman of the Board and Chief Executive Officer.

Mr. Carlson has not been, and is not expected to be, appointed to any committees of the Board. There is no arrangement or understanding between Mr. Carlson and any other person under which Mr. Carlson was appointed as a director of the Company. Mr. Carlson does not have any related party transactions that are required to be disclosed under Item 404(a) of Regulation S-K of the Securities and Exchange Commission.

Further information regarding Mr. Carlson is included in the press release issued by the Company on June 27, 2017. The press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01. Other Events.

On June 27, 2017, the Board also elected Ilan Kaufthal, a current independent director of the Company, to serve as independent, non-executive Chairman of the Board. Further information regarding Mr. Kaufthal is included in the press release issued by the Company on June 27, 2017. The press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of the Company dated June 27, 2017

SIGNATURE

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 hereunto duly authorized.

TRONOX LIMITED

By: /s/ Richard L. Muglia

Name: Richard L. Muglia

Title: Senior Vice President, General Counsel and Secretary

Date: June 28, 2017

EXHIBIT INDEX

Exhibit No.

Description

[99.1](#)

Press Release of the Company dated June 27, 2017

TRONOX BOARD ELECTS ILAN KAUFTHAL NON-EXECUTIVE CHAIRMAN

Timothy C. Carlson appointed to fill Board vacancy

STAMFORD, Conn., (June 27, 2017) - Tronox Limited (NYSE:TROX) announced that its Board of Directors has elected its current independent lead director Ilan Kaufthal to serve as non-executive chairman of the board. The board also appointed Timothy C. Carlson, senior vice president and chief financial officer of the company, to fill the vacancy created by the untimely passing of former Chairman and Chief Executive Officer Thomas Casey on May 26, 2017. Mr. Carlson is expected to step-down as a director upon the closing of the acquisition of Cristal's TiO₂ business when Cristal will be entitled to nominate two Class A directors.

As previously announced, the board has retained Korn Ferry to conduct the search for a permanent chief executive officer and will consider internal and external candidates. On June 27, 2017, the board formed a special ad-hoc succession committee to oversee the search process. Ilan Kaufthal will serve as chairman of the succession committee.

"We are grateful that Ilan has agreed to serve as non-executive chairman of the board and c hairman of the succession committee during this period of transition for the company," said Peter Johnston, CEO of Tronox. "We will benefit immensely from Ilan's significant M&A experience and leadership skills as we work to complete our pending acquisition of Cristal's TiO₂ business and the process of selling our Alkali business; we are, of course, also grateful to Ilan for leading our search for a permanent chief executive officer. We also thank Tim for taking on the added responsibility of being a director as we seek to fill permanently the vacancy created by Tom's passing."

Mr. Kaufthal added: "As non-executive chairman, I intend to engage actively with Peter, Tim, the rest of the management team and the company's advisors to ensure the successful completion of our pending transaction with Cristal and our Alkali sale process and oversee the planning for the post-closing integration of Cristal and Tronox's TiO₂ businesses. At the same time, I expect to continue my work with my fellow directors to conduct our CEO search. I am excited about the future of the company."

Biographical Information**Ilan Kaufthal**

Mr. Kaufthal has served as a director of the company since February 2011 and as lead independent director since September 2016. He is chairman of East Wind Advisors, a specialized investment banking firm serving companies in the media, education and information industries. Mr. Kaufthal is currently a director of Quinpario Acquisition Corp 2, a blank check company formed for the purpose of entering into a business combination; and Cambrex Corporation, a supplier to the pharmaceutical industries. Earlier in his career, he was vice chairman of investment banking at Bear Stearns & Co., vice chairman and head of mergers and acquisitions at Schroder & Co., and senior vice president and chief financial officer of NL Industries. Mr. Kaufthal is a graduate of Columbia University and the New York University Graduate School of Business Administration.

Timothy C. Carlson

Mr. Carlson currently serves as senior vice president and chief financial officer of the company, and has done so since October 2016. Prior to this position, he served as chief financial officer of Precision Valve Corporation since July 2015, where he led EBITDA improvement activities, improved internal controls, and standardized the company's financial reporting and operating metrics. From September 2007 to May 2014, Mr. Carlson served as the executive vice president, chief financial officer and treasurer of ATMI, Inc., a publicly traded global supplier of semiconductor materials and materials packaging and delivery systems used in the manufacturing of microelectronics devices. Earlier in his career, Mr. Carlson held a series of global finance, strategic planning, and auditing roles at various divisions of Campbell Soup Company. Mr. Carlson holds a Bachelor of Science degree in economics from the University of Pennsylvania, Wharton School of Business and is a licensed certified public accountant.

About Tronox

Tronox Limited is a global leader in the mining, production and marketing of inorganic minerals and chemicals. The company operates two vertically integrated businesses: Tronox Titanium Dioxide (TiO₂) and Tronox Alkali. For more information, visit tronox.com

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