

TRONOX LTD
Reported by
KAUFTHAL ILAN

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/28/17 for the Period Ending 06/27/17

Telephone (405) 775-5000
CIK 0001530804
Symbol TROX

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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
KAUFTHAL ILAN (Last) (First) (Middle)		Tronox Ltd [TROX]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman of the Board	
ONE STAMFORD PLAZA, 263 TRESSER BLVD., SUITE 1100 (Street)		3. Date of Earliest Transaction (MM/DD/YYYY) 6/27/2017		6. Individual or Joint/Group Filing (Check Applicable Line)	
STAMFORD, CT 06901 (City) (State) (Zip)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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	6/27/2017		A		14053 (1)	A	\$13.52	156349	D	

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				

Explanation of Responses:

(1) In connection with Mr. Kaufthal's election as non-executive chairman of the board on June 27, 2017, the Board approved a one-time restricted share unit award to Mr. Kaufthal in the amount of \$190,000 divided by the closing price of the Company's Class A stock on June 27, 2017. The restricted share units subject to this grant shall vest on the earliest of: (i) December 27, 2017 (the six month anniversary of the Grant Date); (ii) the day the Participant is removed as Chairman of the Board; or (iii) the day the Participant voluntarily steps down as Chairman of the Board in connection with the appointment of a new Chairman of the Board.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAUFTHAL ILAN ONE STAMFORD PLAZA, 263 TRESSER BLVD., SUITE 1100 STAMFORD, CT 06901	X			Chairman of the Board

Signatures

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

6/28/2017

** 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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