

TRONOX LTD
Reported by
KHILNANI JOGITA

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 06/01/17 for the Period Ending 05/26/17

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

INITIAL STATEMENT OF 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 * Khilnani Jogita (Last) (First) (Middle)	2. Date of Event Requiring Statement (MM/DD/YYYY) 5/26/2017	3. Issuer Name and Ticker or Trading Symbol Tronox Ltd [TROX]
ONE STAMFORD PLAZA, 263 TRESSER BLVD. SUITE 1100	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP & Corporate Controller /	
STAMFORD, CT 06901 (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock Class A	28015 (1)	D	
Common Stock Class A	6390 (2)	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

- (1) 31,710 time-based restricted share units ("RSUs") were granted on February 24, 2016 pursuant to the Tronox Limited Management Equity Incentive Plan. The RSUs were granted to Ms. Khilnani while she was VP, Corporate Assurance of the Company. The RSUs subject to this grant vest in equal annual portions on each of the first three (3) anniversaries of the grant date provided that Ms. Khilnani is then providing services to the Company on each such vesting date. 10,570 of the time-based RSUs have vested and 3,695 shares were subsequently sold to cover withholding tax liabilities.
- (2) 6,390 time-based restricted share units ("RSUs") were granted on February 2, 2017 pursuant to the Tronox Limited Management Equity Incentive Plan. The RSUs were granted to Ms. Khilnani while she was VP, Corporate Assurance of the Company. The RSUs subject to this grant vest in equal annual portions on each of the first three (3) anniversaries of the grant date provided that Ms. Khilnani is then providing services to the Company on each such vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khilnani Jogita ONE STAMFORD PLAZA 263 TRESSER BLVD. SUITE 1100 STAMFORD, CT 06901			SVP & Corporate Controller	

Signatures

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

6/1/2017

**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 5(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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