

TRONOX LTD
Filed by
EXXARO RESOURCES LTD

FORM SC 13D/A
(Amended Statement of Beneficial Ownership)

Filed 10/02/17

Telephone	(405) 775-5000
CIK	0001530804
Symbol	TROX
Industry	Coal
Sector	Energy

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 6)***

TRONOX LIMITED
(Name of Issuer)

Class A Ordinary Shares
(Title of Class of Securities)

Q9235V101
(CUSIP Number)

**Saret van Loggerenberg
Exxaro Resources Limited
Roger Dyason Road
Pretoria West 0183
Pretoria, South Africa
+27 12 307 4384**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 2, 2017
(Date of Event which Requires Filing of this Statement)

Copy to:

**N. Nell Scott
Orrick, Herrington & Sutcliffe (UK) LLP
107 Cheapside
London EC2V 6DN
England
+44 20 7862 4600**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e) or 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page will be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this "cover page" shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1.	Name of Reporting Person: Exxaro Resources Limited	
2.	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC use only:	
4.	Source of funds (See instructions): WC	
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
6.	Citizenship or place of organization: Republic of South Africa	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power: -0- ⁽¹⁾
	8.	Shared Voting Power: -0- ⁽¹⁾
	9.	Sole Dispositive Power: -0- ⁽¹⁾
	10.	Shared Dispositive Power: -0- ⁽¹⁾
11.	Aggregate Amount Beneficially Owned by Each Reporting Person: -0- ⁽¹⁾	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11): -0-	
14.	Type of Reporting Person (See Instructions): CO	

- (1) The Reporting Person does not beneficially own any Class A Shares; however, the Reporting Person directly owns 51,154,280 Class B Shares, which represents 100% of the outstanding Class B Shares and approximately 42.7% of Tronox Limited's outstanding voting securities, based on share information released by Tronox Limited as of September 29, 2017.

Item 1. Security and Issuer

This Amendment No. 6 to Schedule 13D (this "Amendment") amends and supplements Exxaro's statement on Schedule 13D (as amended from time to time, this "Schedule 13D") filed in relation to the Class A Shares of Tronox.

Exxaro owns 51,154,280 Class B Shares, which represents 100% of the outstanding Class B Shares and approximately 42.7% of Tronox Limited's outstanding voting securities, based on share information released by Tronox as of September 29, 2017.

Except as specifically provided herein, this Amendment does not modify any of the information previously reported on this Schedule 13D. Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in this Schedule 13D.

Item 2.**EXECUTIVE OFFICERS AND DIRECTORS OF EXXARO RESOURCES LIMITED**

(a), (c) and (f) The following information sets forth the name, citizenship and present principal occupation of each Exxaro executive officer and director.

EXXARO EXECUTIVE OFFICERS

<u>Name</u>	<u>Citizenship</u>	<u>Present Principal Occupation</u>
Mxolisi Donald Mbuyisa Mgojo	South Africa	Director and CEO; Tronox Director
Riaan Koppeschaar	South Africa	Finance Director
Mzila Mthenjane	South Africa	Executive Head: Stakeholder Affairs
Vanisha Balgobind	South Africa	Executive Head: Human Resources
Mongezi Vetu	South Africa	Executive Head: Sustainability
Susarah Elizabeth van Loggerenberg	South Africa	Group Company Secretary & Legal
Johan Gerhard Meyer	South Africa	Executive Head: Projects and Technology
Antonie Willem Diedericks	South Africa	Executive Head: Business Development
Nombasa Tsengwa	South Africa	Executive Head: Coal Operations

EXXARO DIRECTORS

<u>Name</u>	<u>Citizenship</u>	<u>Present Principal Occupation</u>
Mxolisi Donald Mbuyisa Mgojo	South Africa	CEO of Exxaro; Tronox Director
Riaan Koppeschaar	South Africa	Finance Director of Exxaro

Salukazi Dakile-Hlongwane	South Africa	Non-Executive Director, Exxaro; CEO and Chairperson, Nozala Investments (Pty) Ltd; Non-Executive Director, Tshwarisano LFB Investment (Pty) Ltd, MultiChoice South Africa Holdings Limited, Tsebo Outsourcing Group (Pty) Ltd, Basadi Ba Kopane Proprietary Limited, and Woodlands Dairy
Constantinus Johannes Fauconnier	South Africa	Non-Executive Director, Exxaro
Deenadayalen Konar	South Africa	Chairman and Non-Executive Director, Exxaro and Old Mutual Investment Group Holdings; Non-Executive Director, Alexander Forbes Group, Credit Suisse Securities Johannesburg (Pty) Ltd, Lohmin plc, Guardrisk Insurance Company Group, Outsourced Risk And Compliance Assessment (Proprietary) Limited, Sappi Limited, Steinhoff International Holdings Limited
Saleh Mayet	South Africa	Non-Executive Director, Exxaro; Head of Finance, Anglo American South Africa Limited; Non-Executive Director, Distribution and Warehousing Network Limited
Vincent Zwelibanzi Mntambo	South Africa	Non-Executive Director, Exxaro and Main Street 333 (Pty) Limited
Mahomed Fazel Randera	South Africa	Non-Executive Director, Exxaro; Chairman, Nehawu Investment Holdings and MediTech South Africa
Jeffrey van Rooyen	South Africa	Non-Executive Director, Exxaro; CEO of Uranus Investment Holdings; Non-Executive Director, MTN Group Ltd. and Pick n Pay Stores Limited
Vuyisa Nkonyeni	South Africa	Non-Executive Director, Exxaro; Chief Executive Officer and Director, Kagiso Tiso Holdings (Pty) Ltd; Non-Executive Director, Emira Property Fund Limited, Fidelity Bank Ghana Limited, Kagiso Media Proprietary Limited, MMI Holdings Limited, and Nozala Holdings Proprietary Limited
Dalikhaya Rain Zihlangu	South Africa	Non-Executive Director, Exxaro; CEO of Eyabantu Capital Consortium (Pty) Ltd; Non-Executive Director of Sentula Mining Limited
Monhla Wilma Hlahla	South Africa	Non-Executive Director, Exxaro; Chairperson, Royal Bafokeng Holdings (Pty) Limited and Trans-Caledon Tunnel Authority; Director, Liberty Holdings Limited and Stanlib Limited
Erasmus Jacobus Myburgh	South Africa	Non-Executive Director, Exxaro; Business consultant, Hindsight Financial and Commercial Solutions (Pty) Ltd; Non-Executive Director, The Heartlines Centre NPC
Petrus Casparas Christiaan Hendrik Snyders	South Africa	Non-Executive Director, Exxaro

(b) The business address of each Exxaro executive officer and director is Roger Dyason Road, Pretoria West 0183, South Africa.

(d) During the last five years, none of the Exxaro executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Exxaro executive officers or directors has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Not applicable.

Item 4. Purpose of the Transaction

On October 2, 2017, Exxaro issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein in its entirety. Except as described in that press release, Exxaro does not have any current plans or proposals that relate to or would result in any of the events set forth in paragraphs (a) through (j) of Item 4. However, Exxaro reserves the right, at any time and from time to time, to review or reconsider its position and/or change its purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer

(a)-(b)

As of the date of this Amendment, Exxaro does not beneficially own any Class A Shares. Exxaro directly owns 51,154,280 Class B Shares, representing 100% of the outstanding Class B Shares and approximately 42.7% of Tronox's voting securities based on share information released by Tronox as of September 29, 2017. Mr. Mgojo owns 45,055 Class A Shares, of which 12,171 are vested (which represents less than 1% of all outstanding Class A Shares). To the best of Exxaro's knowledge, none of the other persons identified in Item 2 of this Schedule 13D, is, or may be deemed to be, the beneficial owner of any Tronox securities.

Neither the filing of this Schedule 13D nor any of its contents will be deemed to constitute an admission that Exxaro is the beneficial owner of any Tronox securities (other than as described in this Item 5) for the purposes of Section 13(d) of the Act, or for any other purposes, and any such beneficial ownership is expressly disclaimed.

(c) Except as set forth in the press release attached hereto, to the best of Exxaro's knowledge, none of the other persons identified in Item 2 of this Schedule 13D has engaged in any transactions in Tronox securities during the past 60 days.

(d) To the best of Exxaro's knowledge, no person other than Exxaro has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class B Shares owned by Exxaro.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

In addition to the matters disclosed in the press release attached hereto, the Exxaro may, from time to time, formulate other plans or proposals regarding Tronox or its securities in support of Exxaro's intention to monetize the Tronox shares owned by Exxaro to the extent deemed advisable in light of market conditions, subsequent developments affecting Tronox, the general business and future prospects of Tronox or other factors, or enter into and unwind cash settled equity swap or other similar derivative transactions with respect to the securities of Tronox, which transactions may be significant in amount. These arrangements do not and will not give Exxaro voting or investment control over the securities of Tronox to which these transactions relate and, accordingly, Exxaro disclaim beneficial ownership of any such securities.

Exxaro and, to the best of its knowledge, the persons identified in Item 2 of this Schedule 13D, have not entered into any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any Tronox securities, including, but not limited to, transfer or voting of any securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

99.1 Press release of Exxaro Resources Limited, dated October 2, 2017.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to the Statement on Schedule 13D is true, complete and correct and that such Statement, as amended hereby, is true, complete and correct.

Dated: October 2, 2017

EXXARO RESOURCES LIMITED

By: /s/ Saret van Loggerenberg

Name: Saret van Loggerenberg

Title: Group Company Secretary & Legal

EXXARO RESOURCES LIMITED
 Incorporated in the Republic of South Africa
 (Registration Number: 2000/011076/06)
 JSE share code: EXX
 ISIN code: ZAE000084992
 ADR code: EXXAY
 Bond Code: EXX02
 ISIN Code: ZAG000115965
 (Exxaro or the Company)

FURTHER CAUTIONARY ANNOUNCEMENT: EXXARO COMMENCES SALE OF A PORTION OF ITS STAKE IN TRONOX

(Pretoria, 2 October 2017) -- Exxaro Resources Limited (JSE:EXX) today announces that it has commenced a public offering in the United States of 16.0 million Class A ordinary shares of Tronox Limited (NYSE:TROX), a NYSE-listed company engaged in the mining, production and marketing of inorganic minerals and chemicals. The offering is a Category 2 disposal in terms of the JSE Listings Requirements (the "Disposal").

J.P. Morgan, Barclays and Morgan Stanley will act as joint book-running managers and underwriters for the offering. Exxaro intends to grant the underwriters a 30-day option to purchase up to 2.4 million additional Class A ordinary shares at the public offering price, less underwriting discounts and commissions. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

Exxaro currently owns approximately 51 million Tronox Class B ordinary shares, which represents approximately 42.7 per cent of Tronox's total outstanding voting shares. The offering announced today represents approximately 31.3 per cent of Exxaro's Class B ordinary shares and approximately 13.4 per cent of Tronox's total outstanding voting shares, assuming no exercise of the underwriters' option to purchase additional shares. Pursuant to Tronox's Constitution, the Class B ordinary shares will convert automatically into Class A ordinary shares on a one-for-one basis upon the sale of the shares to the underwriters.

Today's offering follows Exxaro's announcement on 8 March 2017 of its intention to monetise its stake in Tronox. Exxaro's objective in selling its Tronox shares is to focus on its core activities, to provide funding for its future capital commitments, to repay debt and to return capital to its shareholders, which it believes is in its shareholders' best interests. Exxaro presently intends to sell the remainder of its Tronox shares in a staged process over time pursuant to the Registration Statement (as defined below), subject to market conditions.

If today's offering is completed, Exxaro's ownership in Tronox would be reduced to approximately 29.4 per cent, assuming no exercise of the underwriters' option to purchase additional shares. Exxaro's shareholder's deed with Tronox permits Exxaro to nominate up to three members of Tronox's board of directors, depending on Exxaro's percentage ownership in Tronox. If the offering announced today is completed, Exxaro's right to nominate directors will decrease from three members to two members, in which case Exxaro intends to request that one of the Exxaro-nominated directors resign from his position on Tronox's board of directors.

Further to the cautionary announcement released on 22 November 2016 and renewals issued on 26 June 2017 and 18 September 2017 regarding the unwinding of the existing Black Economic Empowerment ("BEE") transaction and the replacement BEE transaction, Exxaro shareholders are reminded that the pro forma financial effects of the replacement BEE transaction have not yet been announced, and that Exxaro shareholders are advised to continue to exercise caution when dealing in Exxaro's securities.

In addition, Exxaro shareholders are advised that the Disposal is a Category 2 transaction in terms of the JSE Listings Requirements. Accordingly, Exxaro shareholders are advised to exercise caution when dealing in Exxaro's securities until further detailed announcements relating to the Disposal are made.

The offering to which this Cautionary Announcement relates is being made pursuant to Tronox's effective shelf registration statement on Form S-3 filed by Tronox with the United States Securities and Exchange Commission (the "SEC") on 2 October 2017 (the "Registration Statement"). The Class A ordinary shares will be offered by means of a prospectus and accompanying prospectus supplement forming a part of the Registration Statement. Before prospective investors invest in any Class A ordinary shares, they should read the prospectus and accompanying prospectus supplement included in the Registration Statement and other documents that Tronox has filed with the SEC for more complete information about Tronox and the offering. The Registration Statement, the prospectus supplement and the documents incorporated by reference therein are available for free by visiting EDGAR on the SEC's website at www.sec.gov. Alternatively, a copy of the prospectus and accompanying prospectus supplement may be obtained from J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, toll-free: +1 (866) 803-9204, email: prospectus-req_fi@jpmchase.com; Barclays Capital Inc. c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, toll-free: +1 (888) 603-5847, email: Barclaysprospectus@broadridge.com; Morgan Stanley, Attn: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014.

Editor's note

Exxaro is a resources group with business interests in South Africa, Europe, the United States of America and Australia. Exxaro's asset portfolio includes coal operations and investments in iron ore, pigment manufacturing, renewable energy (wind) and residual base metals.

Forward-Looking Statements

This Cautionary Announcement contains "forward-looking statements", which are statements that are not historical facts and that are based upon Exxaro management's current beliefs and expectations. These statements are subject to uncertainty and changes in circumstances and contain words such as "believe", "intended", "expect", and "anticipate", and include statements about expectations for future results and actions, such as statements concerning the anticipated final terms, timing and completion of the proposed and any future offering and the potential proceeds and application of proceeds resulting from the proposed offering. Any statement in this Cautionary Announcement that expresses or implies Exxaro's intentions, beliefs, expectations or predictions (and the assumptions underlying them) is a forward-looking statement. Forward-looking statements involve inherent risks, uncertainties and assumptions that may be beyond Exxaro's control. If such risks or uncertainties materialise or such assumptions prove incorrect, actual results or actions could differ materially from those expressed or implied by such forward-looking statements and assumptions. The forward-looking statements contained in this Cautionary Announcement are made as at the date hereof, and Exxaro expressly disclaims any obligation to update or correct any forward-looking statements made herein due to the occurrence of events after the issuance of this Cautionary Announcement.

Enquiries

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JSE sponsor to Exxaro: Absa Bank Limited (acting through its corporate and investment banking division).