

# 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

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

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): April 9, 2018 (April 4, 2018)

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**TRONOX LIMITED**

(Exact name of registrant as specified in its charter)

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**Western Australia, Australia**  
(State or Other Jurisdiction of Incorporation)

**001-35573**  
(Commission File Number)

**98-1026700**  
(I.R.S. 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)

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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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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.

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

- (a.) On April 4, 2018, the Board of Directors of Tronox Limited (the “Company”) appointed Ginger M. Jones as a Class A Director of the Company to replace Timothy C. Carlson who resigned as a Class A Director of the Company on the same day. Ms. Jones was also appointed to serve as a member of the Company’s audit committee. Mr. Carlson will remain Senior Vice President, Chief Financial Officer of the Company. A copy of the Company’s press release announcing the appointment of Ms. Ginger M. Jones to the Tronox Limited Board of Directors is attached hereto as Exhibit 99.1.

Ms. Jones has announced that she will retire from Cooper Tire & Rubber Company (“Cooper”), where she is Senior Vice President and Chief Financial Officer, later this year. In addition to her responsibilities as CFO, Ms. Jones is responsible for Cooper’s business information systems and corporate strategic planning. Prior to joining Cooper, Ms. Jones served as CFO of Plexus Corp., and Vice President and Corporate Controller of Banta Corporation. Earlier in her career, Ms. Jones held various finance and accounting positions for the Drive Logic Division of CCC Information Services Group, Inc.; Choice Parts, LLC, a joint venture between ADP and The Reynolds and Reynolds Company; The Reynolds and Reynolds Company; O-Cedar Brands, Inc.; and Deloitte & Touche.

Ms. Jones holds a Master of Business Administration from The Ohio State University and a bachelor’s degree in accounting from the University of Utah. She is a certified public accountant. Ms. Jones is a member of the board of directors of Libbey Inc., and currently serves on Libbey’s compensation committee and as chair of its audit committee.

Ms. Jones will receive compensation consistent with the other non-employee directors of the Company. Pursuant to this program, Ms. Jones will receive an annual cash retainer of \$75,000, payable quarterly in arrears, and an additional annual retainer of \$15,000, payable quarterly in arrears, for serving as a member of the audit committee. In addition, Ms. Jones is entitled to an annual equity grant of time-based restricted share units with a fair market value of \$150,000. For the 2018 fiscal year, Ms. Jones will receive a pro rata share for each of the cash retainers and equity grant.

- (b.) On April 4, 2018, Richard L. Muglia informed the Company that he was retiring, effective May 31, 2018, and was stepping down as the Company’s Senior Vice President, General Counsel and Secretary, effective as of April 4, 2018. Mr. Muglia will remain with the Company in an advisory role until such retirement date. In connection with Mr. Muglia’s retirement, the Company announced on April 4, 2018 the appointment of Mr. Jeffrey N. Neuman as Senior Vice President, General Counsel and Secretary, effective April 5, 2018. A copy of the Company’s press release announcing the appointment of Mr. Jeffrey N. Neuman as Senior Vice President, General Counsel and Secretary is attached hereto as Exhibit 99.2.

**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	Press Release, dated April 9, 2018.
<a href="#">99.2</a>	Press Release, dated April 4, 2018.

**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**

Date: April 9, 2018

By: /s/ Jeffrey Neuman

Name: Jeffrey Neuman

Title: Senior Vice President, General Counsel and Secretary

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**Tronox Appoints Ginger Jones to Board of Directors**

STAMFORD, Conn., April 9, 2018 /PRNewswire/ -- Tronox Limited ( NYSE : TROX ) (“Tronox” or the “Company” ), a global mining and inorganic chemicals company, today announced it has appointed Ginger M. Jones as a new Class A Director of the Company. She will serve as a member of the audit committee.

“Ginger’s experience, particularly her successes within global manufacturing companies, makes her a valuable addition to our board as we continue to navigate through opportunities for growth and expansion,” said Ilan Kaufthal, non-executive chairman of the board of directors for Tronox. “ We also value the knowledge, experience and financial acumen she brings to our audit committee.”

Jones has announced that she will retire from Cooper Tire & Rubber Company (NYSE: CTB), where she is senior vice president and chief financial officer, later this year. In addition to her responsibilities as CFO, she is responsible for Cooper’s business information systems and corporate strategic planning. Prior to joining Cooper, Jones served as CFO of Plexus Corp., and vice president and corporate controller of Banta Corporation. Earlier in her career, she held various finance and accounting positions for the Drive Logic Division of CCC Information Services Group, Inc.; Choice Parts, LLC, a joint venture between ADP and The Reynolds and Reynolds Company; The Reynolds and Reynolds Company, O-Cedar Brands, Inc., and Deloitte & Touche.

Jones holds a Master of Business Administration from The Ohio State University and a bachelor’s degree in accounting from the University of Utah. She is a certified public accountant. Jones is a member of the board of directors of Libbey Inc., and currently serves on the compensation committee and as chair of the audit committee.

Jones replaces Timothy Carlson, senior vice president and chief financial officer of Tronox, who temporarily filled the Class A Director vacancy created by the untimely passing of Chairman and Chief Executive Officer Thomas Casey.

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**About Tronox**

Tronox Limited is a vertically integrated mining and inorganic chemical business. The company mines and processes titanium ore, zircon and other minerals, and manufactures titanium dioxide pigments that add brightness and durability to paints, plastics, paper, and other everyday products. For more information, visit [tronox.com](http://tronox.com).

**Media Contact:** Melissa Zona  
Direct: +1 636.751.4057

**Investor Contact:** Brennen Arndt  
Direct: +1 203.705.3730

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**Tronox Names Jeffrey N. Neuman Senior Vice President, Secretary and General Counsel**

STAMFORD, Conn., April 4, 2018 /PRNewswire/ -- Tronox Limited ( NYSE : TROX ) (“Tronox” or the “Company”) , a global mining and inorganic chemicals company, today announced it has named Jeffrey N. Neuman senior vice president, corporate secretary and general counsel, effective April 5, 2018. Neuman replaces Richard L. Muglia, who has announced his retirement from the Company, effective May 31, 2018. Muglia will remain with the Company in an advisory role until his retirement date.

“Jeff’s legal experience and business acumen will make him a valuable member of our executive management team,” said Jeffrey N. Quinn, president and chief executive officer of Tronox. “ His record of accomplishment with a highly regarded global company in the areas of corporate law, governance, capital markets, transactions and legal function management make him extremely well qualified to serve as our next general counsel.”

“I appreciate the years Rich Muglia has dedicated to Tronox and wish him the best in his retirement,” Quinn added. “He has been a trusted advisor to the executive management team and board of directors during a time of transformation and challenge.”

Neuman most recently served as vice president, corporate secretary and deputy general counsel of Honeywell International Inc. In that capacity, he oversaw many aspects of Honeywell’s corporate law department, including corporate governance, SEC and NYSE compliance, shareholder relations, corporate transactions, including mergers and acquisitions, treasury operations, and company-wide intellectual property and trademark functions. Neuman joined Honeywell in 2002, and during his time there held various roles of increasing responsibility. Earlier in his career, he worked as an M&A attorney with the New York law firm of Davis Polk & Wardwell. Prior to becoming an attorney, Neuman was an investment banker at Merrill Lynch.

Neuman earned his Bachelor of Arts in history from Wesleyan University, a Master of Arts in regional studies of East Asia from Harvard University and a Juris Doctorate from Northwestern University School of Law.

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