

# TRONOX LTD

## **FORM 8-K** (Current report filing)

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Telephone	(405) 775-5000
CIK	0001530804
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): December 4, 2017 (December 3, 2017)

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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 7.01. Regulation FD Disclosure.**

On December 3, 2017, Tronox Limited (the “Company”) issued a press release announcing the expiration on December 1, 2017 of the regulatory waiting period under the U.S. Hart-Scott-Rodino Act relating to the Company’s proposed acquisition of the titanium dioxide business of Cristal, a privately held global chemical and mining company headquartered in Jeddah, Saudi Arabia . A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Such information, including the Exhibit attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	Press Release, dated December 3, 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

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Date: December 4, 2017

**Tronox Limited's Acquisition of Cristal TiO<sub>2</sub> Progresses**

STAMFORD, Conn., Dec. 3, 2017 – Tronox Limited (NYSE: TROX) today announced that, in connection with its planned acquisition of the titanium dioxide (TiO<sub>2</sub>) business of Cristal, a privately held global chemical and mining company headquartered in Jeddah, Saudi Arabia, the waiting period in the United States under the Hart-Scott-Rodino Act expired at 11:59 p.m. EST on December 1, 2017 without further action by or communication from the U.S. Federal Trade Commission.

Jeffrey Quinn, Tronox's chief executive officer, stated: "Based on consultation with counsel, we believe that expiration of the waiting period means that we can proceed toward completion of the transaction once all closing conditions are met. However, we have not been informed that the Federal Trade Commission has formally concluded its investigation. The Commission could conceivably seek to enjoin the transaction at a later time, but we believe such action would be unprecedented and contrary to the rationale of the pre-merger notification system that is the framework of the U.S. regulatory process."

Tronox intends to consummate the transaction promptly following the satisfaction of all remaining conditions to the acquisition, including antitrust clearance by the European Commission and the Kingdom of Saudi Arabia.

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).

About Cristal

Cristal (also known as The National Titanium Dioxide Company Limited) operates eight manufacturing plants in seven countries on five continents and employs approximately 4,100 people worldwide. Cristal is owned 79 percent by Tasnee (a listed Saudi joint-stock company) and 20 percent by Gulf Investment Corporation (GIC), a company equally owned by the six states of the Gulf Cooperation Council (GCC), headquartered in Kuwait. One percent of the company is owned by Dr. Talal Al-Shair, who also serves as vice chairman, Tasnee and chairman of Cristal.

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