

Tronox Ltd  
Form 4  
October 06, 2014

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Casey Thomas

(Last) (First) (Middle)

ONE STAMFORD PLAZA, 263  
TRESSER BLVD., SUITE 1100

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Tronox Ltd [TROX]

3. Date of Earliest Transaction  
(Month/Day/Year)

10/06/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman, CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person☐ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Common Stock Class A	10/06/2014		F <sup>(1)</sup>	111,150	D	\$ 25 739,400	D
Common Stock Class A	10/06/2014		D <sup>(1)</sup>	47,125	D	\$ 0 692,275	D
Common Stock Class A						45,000	I
						25,000	I
							Kepaca Ltd., A Domestic Limited Partnership

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Common Stock Class A							Thomas J. Casey Living Trust
Common Stock Class A	10,000	I					Christine K. Casey Rev Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Options (right to buy)	\$ 19.09					<u>(2)</u>	02/25/2023	Class A Common Stock	200,000 <u>(2)</u>	
Common Stock Options (right to buy)	\$ 21.98					<u>(3)</u>	02/10/2024	Class A Common Stock	157,407 <u>(3)</u>	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Casey Thomas ONE STAMFORD PLAZA, 263 TRESSER BLVD. SUITE 1100 STAMFORD, CT 06901	X		Chairman, CEO	

## Signatures

/s/ Richard Muglia, as attorney-in-fact for Thomas  
Casey

10/06/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- (1) As of October 6, 2014, 373,716 of previously granted restricted shares were eligible to vest. 47,125 of these previously granted restricted shares did not vest due to one of the vesting criteria not being satisfied. Mr. Casey paid \$851,310 in cash to satisfy withholding tax obligations and received 76,591 shares. Additionally, the Company withheld 111,150 shares to satisfy withholding tax obligations on the balance of the shares, and Mr. Casey received the balance of 138,850 shares of previously granted restricted common stock.
- (2) As reported on Form 4 filed 10/11/2013, the options vest in three equal installments on the anniversary date of the grant.
- (3) As reported on Form 4 filed 02/12/2014, the options vest in three equal installments on the anniversary date of the grant.

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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