

Tronox Ltd  
Form 10-Q/A  
August 01, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q/A**

(Mark One)

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

For the Quarter ended March 31, 2013

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

1-35573

(Commission file number)

**TRONOX LIMITED**

(ACN 153 348 111)

(Exact Name of Registrant as Specified in its Charter)

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

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

Incorporation or Organization)

Identification Number)

**One Stamford Plaza**

**263 Tresser Boulevard, Suite 1100**

**Stamford, Connecticut 06901**

**Registrant's telephone number, including area code: (203) 705-3800**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of April 30, 2013, there were 113,339,879 shares of the Registrant's Class A ordinary shares and Class B ordinary shares outstanding.

Documents incorporated by reference: none.

**EXPLANATORY NOTE**

The registrant is filing this Amendment No. 1 to Form 10-Q, or this Amendment, to amend the Form 10-Q for the fiscal quarter ended March 31, 2013 (Commission File Number 001 35758), or the Form 10-Q, as filed by the registrant with the Securities and Exchange Commission, or the SEC, on February 28, 2013. The purpose of this Amendment is to amend and restate Item 4. Controls and Procedures for the purpose of disclosing the conclusions of our Chief Executive Officer and principal financial officer regarding the effectiveness of our disclosure controls and procedures as of March 31, 2013. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by the registrant's principal executive officer and principal financial officer are filed as exhibits to this Amendment.

No other changes have been made to the Form 10-Q other than those described above. This Amendment does not reflect subsequent events occurring after the original filing date of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q.

**ITEM 4. CONTROLS AND PROCEDURES**

*(a) Disclosure Controls and Procedures*

As of March 31, 2013, our management, including our Chief Executive Officer and principal financial officer, have conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(b) of the Exchange Act. Based on that evaluation, our Chief Executive Officer and principal financial officer have concluded that our disclosure controls and procedures are effective as of the end of the period covered by this Report.

*(b) Changes in Internal Control Over Financial Reporting*

There have been no changes in our internal control over financial reporting during the first quarter ended March 31, 2013, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**EXHIBIT INDEX**

**Exhibit No.**

- |       |                                                   |
|-------|---------------------------------------------------|
| 31.1* | Rule 13a-14(a) Certification of Thomas Casey.     |
| 31.2* | Rule 13a-14(a) Certification of Kevin V. Mahoney. |

\* Each document marked with an asterisk is filed herewith.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on this 31st day of July 2013.

TRONOX LIMITED

By: /s/ MICHAEL J. FOSTER  
Name: Michael J. Foster  
Title: Senior Vice President, General

Counsel & Secretary