

Tronox Ltd  
Form 4  
May 11, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
van Niekerk Willem Hendrik

(Last) (First) (Middle)

1 BRODIE HALL DRIVE,  
TECHNOLOGY PARK

(Street)

BENTLEY C3, C3 6102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Tronox Ltd [TROX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/08/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP, SP & BD

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock Class A            | 05/08/2015                           |  | P                              |   | 500   | A  | \$ 19.0276 (1)  |
| Common Stock Class A            | 05/11/2015                           |  | P                              |   | 500   | A  | \$ 18.4782 (2)  |

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

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SEC 1474 (9-02)

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**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. Price of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Common Stock Options (right to buy)        | \$ 20.64   |                                      |  |                                |   | (3) 10/26/2022   | Class A Common Stock  | 18,695<br>(3)                              |
| Common Stock Options (right to buy)        | \$ 19.09   |                                      |  |                                |   | (3) 02/25/2023   | Class A Common Stock  | 95,710<br>(3)                              |
| Common Stock Options (right to buy)        | \$ 21.98   |                                      |  |                                |   | (4) 02/10/2024   | Class A Common Stock  | 26,763<br>(4)                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |              |       |
|---|---------------|-----------|--------------|-------|
|   | Director      | 10% Owner | Officer      | Other |
| van Niekerk Willem Hendrik<br>1 BRODIE HALL DRIVE, TECHNOLOGY PARK<br>BENTLEY C3, C3 6102 |               |           | SVP, SP & BD |       |

## Signatures

Richard L. Muglia, as attorney-in-fact  
05/11/2015

\_\_\_\_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).

The shares were purchased between a range of \$19.027 a share to \$19.030 a share, inclusive, for a weighted average sale price of

- (1) \$19.0276. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range.
- (2) Includes 24,237 performance-based restricted shares.
- (3) As reported on Form 4 filed on 10/11/2013, the options vest in three equal installments on the anniversary date of the grant.
- (4) As reported on Form 4 filed 2/12/2014, 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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