

Tronox Ltd
Form 4
February 06, 2017

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 *
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)
02/02/2017

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)
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					145,000	I	Kepaca Ltd, A Domestic Limited Partnership
Common Stock Class A	02/02/2017		A		<u>163,266</u> ⁽¹⁾	A	\$ <u>12.25</u> ⁽²⁾
Common Stock Class A					25,000	I	Thomas J Casey Living Trust

Common Stock Class A	10,000	I	Christine K. Casey Rev Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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>(3)</u>	02/25/2023	Class A Common Stock	200,000 <u>(3)</u>
Common Stock Options (right to buy)	\$ 21.98					<u>(4)</u>	02/10/2024	Class A Common Stock	157,403 <u>(4)</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			Chairman, CEO	

Signatures

/s/ Richard L. Muglia, as
attorney-in-fact

02/06/2017

__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 Restricted Share Units subject to this grant shall vest in equal annual portions on each of the next three (3) anniversaries of the Grant

- (1) Date (each, a "Vesting Date") provided that the Participant is then providing services to the Company on each such Vesting Date. Dividends will be accrued until shares vest and paid at that time.
- (2) The volume-weighted average price of the Company's common shares for the 30 day period ending on February 2, 2017.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.