

Tronox Ltd  
Form 4  
June 30, 2015

**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  
Estimated average  
burden hours per  
response... 0.5

(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)

06/26/2015

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 \_\_\_\_\_ Other (specify  
below) below)

SVP, SP &amp; 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 Ownership (Instr. 4)
Common Stock Class A	06/26/2015		A <sup>(1)</sup>	5	A \$ 0	88,769	D
Common Stock Class A	06/26/2015		F <sup>(2)</sup>	4,308	D \$ 15.68	84,461 <sup>(3)</sup>	D

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

**Persons who respond to the collection of  
information contained in this form are not  
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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 Paid or Received (Instr. 3)
				Code	V	(A)	(D)	
Common Stock Options (right to buy)	\$ 20.64					(4)	10/26/2022	Class A Common Stock
								18,695 (4)
Common Stock Options (right to buy)	\$ 19.09					(4)	02/25/2023	Class A Common Stock
								95,710 (4)
Common Stock Options (right to buy)	\$ 21.98					(5)	02/10/2024	Class A Common Stock
								26,763 (5)

## Reporting Owners

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

## Signatures

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

06/30/2015

\_\_\_\_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).

- (1) Net issuance as a result of the vesting of two separate performance-based restricted share grants previously awarded on October 26, 2012.
- (2) The Company withheld 4,308 shares to satisfy withholding tax obligations and Mr. Van Niekerk received the balance of 8,337 shares of previously granted restricted common stock.
- (3) Includes 14,772 performance-based restricted shares.
- (4) As reported on Form 4 filed on 10/11/2013, the options vest in three equal installments on the anniversary date of the grant.
- (5) 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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