

Tronox Ltd
Form 4
July 06, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
de Klerk Willem Abraham

(Last) (First) (Middle)

EXXARO RESOURCES LTD, PO
BOX 9229

(Street)

PRETORIA, T3 T3 0001

(City) (State) (Zip)

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

Tronox Ltd [TROX]

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

07/01/2016

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 ____X____ Other (specify
below) below)

Former Director

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	07/01/2016		A	(A) or (D) Amount 3,099 (1)	\$ 4.72 73,111	D	
Common Stock Class A	07/01/2016		J	(A) or (D) Amount 47,400 (2)	\$ 4.72 25,711	D	
Common Stock Class A					5,000	I	W A de Klerk Family 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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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
de Klerk Willem Abraham EXXARO RESOURCES LTD, PO BOX 9229 PRETORIA, T3 T3 0001	Former Director

Signatures

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

07/06/2016

__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).

- Represents the number of Class A shares issued pursuant to the Company's program whereby directors can opt to receive their quarterly
- (1) Board fees in shares of Class A stock in lieu of receiving a cash payment. The Class A shares issued represents the percentage of shares Mr. de Klerk was entitled to receive up to the date of his resignation from the board of directors.
- (2) Represents the aggregate number of previously granted restricted share units that were forfeited and returned to the Company as a result of Mr. de Klerk's resignation from the Company's board of directors.

Remarks:

As previously disclosed by the Company, Mr. de Klerk resigned from the Company's board of directors effective as of June 10

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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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