

National Industrialization Co Ltd.
 Form 3
 April 19, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * ^ Cristal Inorganic Chemicals Netherlands Cooperatief W.A. (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 04/10/2019 | 3. Issuer Name and Ticker or Trading Symbol Tronox Holdings plc [TROX] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Director by Deputization* | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--|--|---|--|--|

WORLD TRADE CENTER
 TOWER C, 15TH
 FLOOR, ^ STRAWINSKYLAAN
 1543 1077 XX

 (Street)

AMSTERDAM, ^ P7 ^

 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Ordinary Shares, par value \$0.01, per share | 37,580,000 | D <u>(1)</u> <u>(2)</u> | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| (Month/Day/Year) | | | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------|--------------------|-------|-----------------------------------|---|--|------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| Cristal Inorganic Chemicals Netherlands Cooperatief W.A. WORLD TRADE CENTER TOWER C, 15TH FLOOR STRAWINSKYLAAN 1543 1077 XX AMSTERDAM, P7 | Â | Â | Â | Director by Deputization* |
| National Titanium Dioxide Co Ltd SARI STREET, AL RABWAH DISTRICT 4284 JEDDAH, T0 23446-6762 | Â | Â | Â | Â |
| National Industrialization Co Ltd. BUSINESS GATE, BLDG. C3 AIRPORT ROAD, P.O. BOX 26707 RIYADH, T0 11496 | Â | Â | Â | Â |

Signatures

| | |
|--|------------|
| Cristal Inorganic Chemicals Netherlands Cooperatief W.A., By: /s/ Moazzam A. Khan, Director | 04/19/2019 |
| **Signature of Reporting Person | Date |
| National Titanium Dioxide Co. Ltd., By: /s/ Dr. Talal Al-Shair, Chairman of the Board | 04/19/2019 |
| **Signature of Reporting Person | Date |
| National Industrialization Company, By: /s/ Mutlaq H. Al-Morished, Chief Executive Officer | 04/19/2019 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 Ordinary Shares are beneficially owned directly by Cristal Inorganic Chemicals Netherlands Cooperatief W.A. ("CIC Coop") through its ownership of depository receipts issued by Computershare Trust Company, N.A. and held on CIC Coop's behalf by GTU Ops (1) Inc., in its capacity as custodian and nominee of CIC Coop. National Titanium Dioxide Co. Ltd. ("Cristal") is the sole member of CIC Coop. National Industrialization Company ("TASNEE") is a seventy-nine percent (79%) shareholder of Cristal. As such, each of the reporting persons may be deemed to beneficially own the shares of the Issuer owned directly by CIC Coop.

Each reporting person disclaims beneficial ownership of such shares, and this report may not be deemed an admission either the (2) reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.

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Remarks:

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*CICA Coop has the right to appoint directors to the board and may be deemed to be a director

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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