

Tronox Ltd
Form 4
October 06, 2014

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)
10/06/2014

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)
 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 | (D) | Price |
| Common Stock Class A | 10/06/2014 | | F ⁽¹⁾ | | 111,150 | D | \$ 25 |
| Common Stock Class A | 10/06/2014 | | D ⁽¹⁾ | | 47,125 | D | \$ 0 |
| Common Stock Class A | | | | | 45,000 | I | |
| | | | | | 25,000 | I | |

Kepaca Ltd.,
A Domestic
Limited
Partnership

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| | | | | | | | |
|----------------------------|--|--|--|--------|---|--|------------------------------------|
| Common Stock Class A | | | | | | | Thomas J. Casey Living Trust |
| Common Stock Class A | | | | 10,000 | I | | Christine K. Casey Rev Trust |

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 required to respond unless the form displays a currently valid OMB control number.

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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. Price or Number of Shares (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Common Stock Options (right to buy) | \$ 19.09 | | | | | (2) 02/25/2023 | Class A Common Stock | 200,000 (2) |
| Common Stock Options (right to buy) | \$ 21.98 | | | | | (3) 02/10/2024 | Class A Common Stock | 157,407 (3) |

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 | X | | Chairman, CEO | |

Signatures

/s/ Richard Muglia, as attorney-in-fact for Thomas
Casey

10/06/2014

__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).

- As of October 6, 2014, 373,716 of previously granted restricted shares were eligible to vest. 47,125 of these previously granted restricted shares did not vest due to one of the vesting criteria not being satisfied. Mr. Casey paid \$851,310 in cash to satisfy withholding tax obligations and received 76,591 shares. Additionally, the Company withheld 111,150 shares to satisfy withholding tax obligations on the balance of the shares, and Mr. Casey received the balance of 138,850 shares of previously granted restricted common stock.
- (1)
 - (2) As reported on Form 4 filed 10/11/2013, the options vest in three equal installments on the anniversary date of the grant.
 - (3) As reported on Form 4 filed 02/12/2014, 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.