

TRONOX INC
Form SC 13G/A
February 17, 2009

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Under the Securities Exchange Act of 1934

SCHEDULE 13G/A

(Amendment No. 1)

**INFORMATION STATEMENTS PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

TRONOX INCORPORATED
(Name of Issuer)
Class B Common Stock, \$0.01 par value
(Title of Class of Securities)
897051108
(CUSIP Number)
December 31, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. 129915203		SCHEDULE 13G	Page 2 of 13 Pages
1	NAME OF REPORTING PERSON LaGrange Capital Partners, L.P. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 13-4106878		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,339,635	
	6	SHARED VOTING POWER 0	
	7	SOLE DISPOSITIVE POWER 1,339,635	
	8	SHARED DISPOSITIVE POWER 0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,339,635		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.9%		
12	TYPE OF REPORTING PERSON PN		

CUSIP No. 129915203		SCHEDULE 13G	Page 3 of 13 Pages
1	NAME OF REPORTING PERSON LaGrange Capital Management, L.L.C. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 13-4107863		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,339,635	
	6	SHARED VOTING POWER 0	
	7	SOLE DISPOSITIVE POWER 1,339,635	
	8	SHARED DISPOSITIVE POWER 0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,339,635		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.9%		
12	TYPE OF REPORTING PERSON IA		

CUSIP No. 129915203		SCHEDULE 13G		Page 4 of 13 Pages
1	NAME OF REPORTING PERSON LaGrange Capital Partners Offshore Fund, Ltd. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 20-4630745			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands			
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,339,635	
		6	SHARED VOTING POWER 0	
		7	SOLE DISPOSITIVE POWER 1,339,635	
		8	SHARED DISPOSITIVE POWER 0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,339,635			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.9%			
12	TYPE OF REPORTING PERSON* CO			

129915203	SCHEDULE 13G	Page 5 of 13 Pages
1	NAME OF REPORTING PERSON LaGrange Capital Administration, L.L.C. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 73-1713931	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
	5	SOLE VOTING POWER 1,339,635
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 1,339,635
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,339,635	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.9%	
12	TYPE OF REPORTING PERSON* IA	

129915203		SCHEDULE 13G		Page 6 of 13 Pages
1	NAME OF REPORTING PERSON Frank LaGrange Johnson S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION USA			
	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 1,339,635	
	OWNED BY EACH REPORTING	6	SHARED VOTING POWER 0	
	PERSON WITH	7	SOLE DISPOSITIVE POWER 1,339,635	
		8	SHARED DISPOSITIVE POWER 0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,339,635			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.9%			
12	TYPE OF REPORTING PERSON* IN			

SCHEDULE 13G

Item 1(a).

Name of Issuer:

Tronox Incorporated

Item 1(b).

Address of Issuer's Principal Executive Offices:

One Leadership Square, Suite 300
211 N. Robinson Ave.
Oklahoma City, Oklahoma 73102

Item 2(a).

Name of Persons Filing:

- (i) LaGrange Capital Partners, L.P.
- (ii) LaGrange Capital Management, L.L.C.
- (iii) LaGrange Capital Partners Offshore Fund, Ltd.
- (iv) LaGrange Capital Administration, L.L.C.
- (v) Frank LaGrange Johnson

(collectively, the "Reporting Persons" and each a "Reporting Person")

Item 2(b).

Address of Principal Business Office or, if none, Residence:

Each of the Reporting Persons has a business address at 570 Lexington Avenue, 27th Floor, New York, New York 10022.

Item 2(c).

Citizenship:

- (i) LaGrange Capital Partners, L.P. Delaware
- (ii) LaGrange Capital Management, L.L.C. Delaware
- (iii) LaGrange Capital Partners Offshore Fund, Ltd. Cayman Islands
- (iv) LaGrange Capital Administration, L.L.C. Delaware
- (v) Frank LaGrange Johnson USA

Item 2(d).

Title of Class of Securities:

Class B Common Stock, \$0.01 par value

Item 2(e).

CUSIP Number:

897051108

Item 3.

If this statement is filed pursuant to ss.ss. 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

Broker or Dealer Registered Under Section 15 of the Act (15 U.S.C. 78o)

(b)

Bank as defined in Section 3(a)(6) of the Act (15 U.S.C 78c)

- (c) o Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C 78c)
- (d) o Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) o Investment Adviser in accordance with ss. 240-13d-1(b) (1) (ii) (E)
- (f) o Employee benefit plan or endowment fund in accordance with ss. 240.13d-1 (b) (1) (ii) (F)
- (g) o Parent Holding Company or control person in accordance with ss.240.13d-1 (b) (ii) (G)
- (h) o Saving Association as defined in ss.3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) o Church plan that is excluded from the definition of investment company under ss.3 (c) (25) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) o Group, in accordance with ss.240.13d-1 (b) (ii) (J).

Item 4. Ownership.

- (i) LaGrange Capital Partners, L.P. ⁽¹⁾
 - (a) Amount Beneficially Owned: 1,339,635
 - (b) Percent of Class: 5.9%
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 1,339,635
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 1,339,635
 - (iv) Shared power to dispose or to direct the dispositio