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:

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

CUSIP N	o. 129915203	SCHEDULE 13G	Page 2 of 13 Pages						
1	NAME OF RE	EPORTING 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 MEMBE	R OF A GROUP						
	(a) x								
	(b) o								
3	SEC USE ON	LY							
4	CITIZENSHII	OR PLACE OF ORGANIZATION							
MIMPE	Delaware	GOLE VOEING POWER							
NUMBEI OF	₹ 5	SOLE VOTING POWER							
SHARES		1,339,635							
BENEFICIA		,							
OWNED BY									
EACH		0							
REPORTIN	1G								
PERSON WITH									
WIIII		1,339,635							
	8	<u> </u>	SHARED DISPOSITIVE POWER						
	<u> </u>	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								
	o								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)								
	5.9%								
12	TYPE OF RE	PORTING PERSON							
	PN								
	•								

CU	CUSIP No. 129915203		SCHEDULE 13G	Page 3 of 13 Pages						
	1	NAME OF REPO	RTING PERSON							
	LaGrange Capital Management, L.L.C.  S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON									
	2	13-4107863								
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) x  (b) o								
		SEC USE ONLY								
	4	CITIZENSHIP OI Delaware	R PLACE OF ORGANIZATION							
NU	MBER	1	SOLE VOTING POWER							
	OF									
	ARES		1,339,635							
BENEF	VNED		SHARED VOTING POWER							
	vned BY	0	SHARED VOTING FOWER							
	EACH 0									
REPO	ORTIN	G								
	RSON	7	SOLE DISPOSITIVE POWER							
W	/ITH		1 220 625							
-			1,339,635	,						
	8		SHARED DISPOSITIVE POWER							
			0							
	9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON									
		1,339,635								
		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES								
<u> </u>	11	DED CENT OF CLASS DEDDESENTED BY AMOUNT IN DOW (0)								
	11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)								
		5.9%								
	12 TYPE OF REPORTING PERSON									
		IA								
	μΑ									

CUSIP No. 129915203				SCHEDULE 13G	Page 4 of 13 Pages		
1	NAME OF REPOR	RTING	PERSON				
	LaGrange Capital Partners Offshore Fund, Ltd.						
	S.S. OR I.R.S. IDE	NTIF	CATION	NO. OF ABOVE PERSON			
	20-4630745						
2		ROPR	IATE BO	X IF A MEMBER OF A GROUP			
	(a) x						
	(b) o						
3	SEC USE ONLY						
4	CITIZENCIUD OD	DI A	CE OF OR	C A NITZ A TION			
4	CITIZENSHIP OR	PLAG	LE OF OR	GANIZATION			
	Cayman Islands						
]	NUMBER OF	5	SOLE VO	OTING POWER			
	SHARES		1 220 624				
	ENEFICIALLY OWNED BY	6	1,339,635				
	OWNED BY EACH	6	SHAKEL	O VOTING POWER			
	REPORTING		0				
	PERSON	7	SOLE DI	SPOSITIVE POWER			
	WITH		1 220 624				
		8	1,339,635	O DISPOSITIVE POWER			
		8	SHAKEL	DISPOSITIVE POWER			
			0				
9	9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	1 220 625						
10	1,339,635  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
11	1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	I DREEM OF CLASS REFRESENTED BY AMOUNT IN ROW (7)						
	5.9%						
12	12 TYPE OF REPORTING PERSON*						
	СО						
	μU						

29915203			SCHEDULE 13G	Page 5 of 13 Pages			
1	NAME OF REPOR	TING PEI	RSON		1		
	LaGrange Capital Administration, L.L.C.						
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
2	73-1713931	DODDIAT	E DOV IE A N	MEMBER OF A GROUP			
<b>4</b>	CHECK THE APP	KOPKIAT	E DUA IF A I	VIEWIDER OF A GROUP			
	(a) x						
3	(b) o SEC USE ONLY						
3	SEC USE ONL I						
4	CITIZENSHIP OR	PLACE O	F ORGANIZ	ATION			
	USA						
	NUMBER OF	5	SOLE VOT	ING POWER			
	SHARES						
<u>F</u>	BENEFICIALLY		1,339,635				
	OWNED BY EACH	6	SHARED V	OTING POWER			
	REPORTING		0				
	PERSON	7		OSITIVE POWER			
	WITH						
		0	1,339,635	JCDOCITIVE DOWED			
		8	SHARED D	ISPOSITIVE POWER			
			0				
9	AGGREGATE AM PERSON	IOUNT B	ENEFICIALL	Y OWNED BY EACH RE	PORTING		
	1 220 625						
10	1,339,635	HE ACCI	PEGATE AM	OUNT IN ROW (9) EXCL	LIDES		
10	CERTAIN SHARE		YEOATE AMI	OUNT IN KOW (9) EACL	UDES		
11	PERCENT OF CLA	ASS REPF	RESENTED B	Y AMOUNT IN ROW (9)			
	5.9%						
12	TYPE OF REPORT	ΓING PER	SON*				
	IA						

129915203			SCHEDULE 13G	Page 6 of 13 Pages	
1	NAME OF REPORTING PERSON				
	Frank LaGrange J	ohnson			
	S.S. OR I.R.S. IDEN	NTIFICAT	ΓΙΟΝ NO. OF	ABOVE PERSON	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) x				
	(b) o				
3	SEC USE ONLY				
4	CITIZENSHIP OR 1	PLACE O	F ORGANIZ	ATION	
	USA				
	NUMBER OF	5	SOLE VOT	ING POWER	
ī	SHARES BENEFICIALLY		1,339,635		
	OWNED BY	6	SHARED VOTING POWER		
	EACH REPORTING 0				
	PERSON	7		OSITIVE POWER	
	WITH		1,339,635		
		8		ISPOSITIVE POWER	
			0		
9	AGGREGATE AM PERSON	OUNT B	ENEFICIALL	Y OWNED BY EACH REI	PORTING
	1,339,635				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
					C
11	PERCENT OF CLA	SS REPR	RESENTED B	Y AMOUNT IN ROW (9)	
	5.9%				
12	TYPE OF REPORT	'ING PER	SON*		
	IN				

# Edgar Filing: TRONOX INC - Form SC 13G/A 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:
	<ul> <li>(i) LaGrange Capital Partners, L.P.</li> <li>(ii) LaGrange Capital Management, L.L.C.</li> <li>(iii) LaGrange Capital Partners Offshore Fund, Ltd.</li> <li>(iv) LaGrange Capital Administration L.L.C.</li> <li>(v) Frank LaGrange Johnson</li> </ul>
(collectively, the "Reporting Persons" and each a "Re	eporting Person")
Item 2(b).	Address of Principal Business Office or, if none, Residence:
Each of the Reporting Persons has a business address 10022.	s at 570 Lexington Avenue, 27th Floor, New York, New York
Item 2(c).	Citizenship:
	<ul> <li>(i) LaGrange Capital Partners, L.P.</li> <li>Delaware</li> <li>(ii) LaGrange Capital Management,</li> <li>L.L.C. Delaware</li> <li>(iii) LaGrange Capital Partners</li> <li>Offshore Fund, Ltd. Cayman Islands</li> <li>(iv) LaGrange Capital Administration</li> <li>L.L.C. Delaware</li> <li>(v) Frank LaGrange Johnson USA</li> </ul>
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) o	Broker or Dealer Registered Under Section 15 of the Act (15 U.S.C. 780)
	(b) o	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 0f 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