Tronox Ltd Form 5 January 15, 2014

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362 January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005
CIAL Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

Other (specify

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading van Niekerk Willem Hendrik Symbol Issuer

Tronox Ltd [TROX] (Check all applicable)

(Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner

1 BRODIE HALL DRIVE, TECHNOLOGY PARK

(Street)

4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

01/31/2013

(check applicable line)

SVP & Strat. Plan. & Bus. Dev.

below)

BENTLEY, Â C3Â C3 6102

X Form Filed by One Reporting Person __ Form Filed by More than One Reporting

Person

X

below)

_ Officer (give title

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	Acquired	(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and	5)	Owned at end	Indirect (I)	Ownership
					(4)		of Issuer's	(Instr. 4)	(Instr. 4)
					(A)		Fiscal Year		
					or	ъ.	(Instr. 3 and 4)		
				Amount	(D)	Price			

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

Persons who respond to the collection of information SE contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Expiration Title (A) (D) Date Amoun Exercisable Date or Number of Share Common Stock Class A Â 10/26/2012 18,695 \hat{A} \hat{A} $\frac{(2)}{(2)}$ 10/26/2022 Common **Options** \$ 20.64 A4 18,69 (right to Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
Fg	Director	10% Owner	Officer	Other		
van Niekerk Willem Hendrik 1 BRODIE HALL DRIVE	?	•	Î GUD û GU A DI A D	Ŷ		
TECHNOLOGY PARK BENTLEY, C3 C3 6102	Α	A	SVP & Strat. Plan. & Bus. Dev.	Α		

Signatures

buy) (1)

/s/ Michael J.
Foster

**Signature of Reporting Person

O1/15/2014

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).
- (1) Reported on Form 4 filed on 10/11/2013.
- (2) Options will 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 provided 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.

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