

Tronox Ltd
Form 4
October 03, 2016

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 *
Harper Katherine Carolyn

(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)
09/30/2016

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)
Former SVP, CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock Class A | 09/30/2016 | | F | | 65,142 | D | \$ 9.37 |
| | | | | | 112,920 ⁽¹⁾ | D | |

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

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SEC 1474 (9-02)

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

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Options (right to buy) | \$ 21.98 | | | | | (2) 12/29/2016(3) | Class A Common Stock | 26,894(3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| Harper Katherine Carolyn ONE STAMFORD PLAZA, 263 TRESSER BLVD. SUITE 1100 STAMFORD, CT 06901 | | | | Former SVP, CFO |

Signatures

/s/ Richard L. Muglia, as attorney-in-fact
 Date: 10/03/2016

**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).
 - (1) Pursuant to the terms of Ms. Harper's Separation Agreement filed with the SEC on July 15, 2016, on September 30, 2016, the Company accelerated the vesting of 144,692 of previously granted time-based restricted shares. The Company withheld 65,142 shares to satisfy withholding tax obligations and Ms. Harper received the balance of 79,550 shares.
 - (2) As originally reported on Ms. Harper's Form 4 filed February 12, 2014, pursuant to the terms of the grant, the options would vest in three equal installments on the anniversary date of the grant. Pursuant to the terms of Ms. Harper's Separation Agreement, the vesting of the final installment of 8,965 options was accelerated to September 30, 2016.
 - (3) Pursuant to the option award agreement, the original expiration date of February 10, 2024 was shortened to December 29, 2016.

Remarks:

As previously disclosed by the Company, Ms. Harper left the Company effective as of September 30, 2016 to pursue other career opportunities. 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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