

TRONOX INC
Form SC 13G/A
February 14, 2006

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

OMB APPROVAL
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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Tronox Incorporated
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

897051108
(CUSIP Number)

December 31, 2005
(Date of Event which Requires Filing of this Statement)

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

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

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures previously provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. **897051108**

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Seneca Capital International, Ltd.

Seneca Capital Investments, LLC

Douglas A. Hirsch

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Seneca Capital International, Ltd. - Cayman Islands, British West Indies

Seneca Capital Investments, LLC - Delaware

Douglas A. Hirsch - United States

Number 5 Sole Voting Power

of Shares Seneca Capital International, Ltd. - 0 shares

Beneficially Seneca Capital Investments, LLC - 0 shares

Owned by Douglas A. Hirsch - 0 shares
6 Shared Voting Power

Each Seneca Capital International, Ltd. 686,800 shares

Reporting Seneca Capital Investments, LLC 1,018,900 shares

Person With Douglas A. Hirsch 1,072,700 shares

Refer to Item 4 below.
7 Sole Dispositive Power

Seneca Capital International, Ltd. - 0 shares

Seneca Capital Investments, LLC - 0 shares

Douglas A. Hirsch - 0 shares
8 Shared Dispositive Power

Seneca Capital International, Ltd. 686,800 shares

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Seneca Capital Investments, LLC 1,018,900 shares

Douglas A. Hirsch 1,072,700 shares

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

Seneca Capital International, Ltd. 686,800 shares

Seneca Capital Investments, LLC 1,018,900 shares

Douglas A. Hirsch 1,072,700 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) N/A

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11 Percent of Class Represented by Amount in Row (9)*

Seneca Capital International, Ltd. 3.7%

Seneca Capital Investments, LLC 5.8%

Douglas A. Hirsch 5.8%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

Seneca Capital, L.P. - PN

Seneca Capital Advisors, LLC - OO (Limited Liability Company)

Douglas A. Hirsch - IN

* All percentage ownership reported in this Schedule 13G is based on 17,480,000 shares of Common Stock issued and outstanding, as reported by the issuer in its Rule 424(b)(4) Prospectus filed with the Securities and Exchange Commission on November 22, 2005. In addition, such ownership reflects 960,970 shares of Common Stock issuable upon exercise of warrants beneficially owned by the Reporting Persons. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

Item 1.

- (a) Name of Issuer
Tronox Incorporated
- (b) Address of Issuer's Principal Executive Offices
123 Robert S. Kerr Avenue, Oklahoma City, OK 73102

Item 2.

- (a) Name of Person Filing
Seneca Capital International, Ltd.

Seneca Capital Investments, LLC

Douglas A. Hirsch
- (b) Address of Principal Business Office or, if none, Residence
Seneca Capital International, Ltd.

P.O. Box HM 2257

Par La Ville Place

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14 Par La Ville Road

Hamilton HM JX, Bermuda
(Cayman Islands, British West Indies)

Seneca Capital Investments, LLC

950 Third Avenue, 29th Floor

New York, NY 10022

Douglas A. Hirsch

c/o Seneca Capital Investments, LLC

950 Third Avenue, 29th Floor

New York, NY 10022

CUSIP NO. **897051108**

(c) Citizenship
Seneca Capital International, Ltd. Cayman Islands, British West Indies

Seneca Capital Investments, LLC - Delaware

Douglas A. Hirsch - United States

(d) Title of Class of Securities
Class A Common Stock, par value \$0.01 per share

(e) CUSIP Number
897051108

Item 3. If this statement is filed pursuant to §§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) Insurance Company as defined in Section 3(a)(19) of the Act
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned**
 - Seneca Capital International, Ltd. 686,800 shares
 - Seneca Capital Investments, LLC 1,018,900 shares
 - Douglas A. Hirsch 1,072,700 shares
- (b) Percent of Class

CUSIP NO. **897051108**

Seneca Capital International, Ltd. 3.7%

Seneca Capital Investments, LLC 5.8%

Douglas A. Hirsch 5.8%

- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote
 - Seneca Capital International, Ltd. - 0 shares
 - Seneca Capital Investments, LLC - 0 shares
 - (ii) shared power to vote or to direct the vote
 - Douglas A. Hirsch - 0 shares
 - Seneca Capital International, Ltd. 686,800 shares
 - Seneca Capital Investments, LLC 1,018,900 shares
 - (iii) sole power to dispose or to direct the disposition of
 - Douglas A. Hirsch 1,072,700 shares
 - Seneca Capital International, Ltd. - 0 shares
 - Seneca Capital Investments, LLC - 0 shares
 - (iv) shared power to dispose or to direct the disposition of
 - Douglas A. Hirsch - 0 shares
 - Seneca Capital International, Ltd. 686,800 shares
 - Seneca Capital Investments, LLC 1,018,900 shares
 - Douglas A. Hirsch 1,072,700 shares

** Shares reported for Seneca Capital Investments, LLC represent shares held of record by Seneca Capital L.P., Seneca Capital II, L.P., Seneca Capital International, Ltd. and Acorn Overseas Security Company. Seneca Capital Investments, LLC has voting and investment control over such shares. Shares reported for Douglas A. Hirsch represent shares held of record by Seneca Capital L.P., Seneca Capital II, L.P., Seneca Capital International, Ltd., Acorn Overseas Security Company and a limited liability company of which Mr. Hirsch is a managing member of the investment advisor (which investment advisor has voting and investment control over the shares held by such limited liability company). Mr. Hirsch is the managing member of Seneca Capital Investments, LLC (which has voting and investment control over the shares held by Seneca Capital L.P., Seneca Capital II, L.P., Seneca Capital International, Ltd. and Acorn Overseas Security Company).

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not applicable.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

February 13, 2006

SENECA CAPITAL INTERNATIONAL, LTD.

By: Seneca Capital Investments, LLC, its Investment Advisor

By: /s/ Douglas A. Hirsch

Douglas A. Hirsch
Managing Member

SENECA CAPITAL INVESTMENTS, LLC

By: /s/ Douglas A. Hirsch

Managing Member

Douglas A. Hirsch

DOUGLAS A. HIRSCH

/s/ Douglas A. Hirsch

Douglas A. Hirsch, individually