

Tronox Ltd
Form 3
March 12, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Muglia Richard L | | (Month/Day/Year) | Tronox Ltd [TROX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 03/01/2014 | | |
| 263 TRESSER BOULEVARD,Â SUITE 1100 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| STAMFORD,Â CTÂ 06901 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | SVP, General Counsel and Secre | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock Class A | 5,292 ⁽¹⁾ | D | Â |
| Common Stock Class A | 19,961 ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------------------------|------------------|-----------------|----------------------|----------------------------|---------------------|---|---|
| Common Stock Class A (right to buy) | Â (3) | 02/25/2023 | Common Stock Class A | 5,838 | \$ 19.09 | D | Â |
| Common Stock Class A (right to buy) | Â (3) | 02/10/2024 | Common Stock Class A | 21,666 | \$ 21.98 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Muglia Richard L 263 TRESSER BOULEVARD SUITE 1100 STAMFORD, CT 06901 | Â | Â | Â SVP, General Counsel and Secre | Â |

Signatures

/s/ Richard L. Muglia 03/06/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 2,470 time-based restricted shares and 2,822 performance based restricted shares were granted on February 25, 2013 pursuant to the Tronox Limited Management Equity Incentive Plan. The shares were granted to Mr. Muglia while he was Deputy General Counsel of the Company. The restricted shares subject to this grant vest in equal annual portions on each of the next three (3) anniversaries of the grant date provided that Mr. Muglia is then providing services to the Company on each such vesting date. 823 of the time-based shares have vested. The performance based restricted stock units will be paid at the end of 3 years. Fifty percent of the units are tied to Total Shareholder Return and fifty percent are tied to Return on Capital Employed.
- (2) 19,961 time-based restricted shares granted on February 10, 2014 pursuant to the Tronox Limited Management Equity Incentive Plan. The shares were granted to Mr. Muglia while he was Deputy General Counsel of the Company. The restricted shares subject to this grant vest in equal annual portions on each of the next three (3) anniversaries of the grant date provided that Mr. Muglia is then providing services to the Company on each such vesting date.
- (3) Options were granted pursuant to the Tronox Limited Management Equity Incentive Plan while Mr. Muglia was Deputy General Counsel of the Company. Options will vest in three equal installments on the anniversary date of the grant provided that Mr. Muglia is then providing services to the Company on each such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space 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.