TRONOX INC Form 8-K/A May 05, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Form 8-K/A

(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

May 5, 2006 May 3, 2006

(Date of Report - Date of earliest event reported)

TRONOX INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware (State of Incorporation) 1-32669 (Commission File Number) 20-2868245 (IRS Employer Identification No.)

123 Robert S. Kerr Avenue Oklahoma City, Oklahoma (Address of principal executive offices)

73102 (Zip Code)

(405) 775-5000

(Registrant s telephone number)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

• Pre-commencement communications pursuant to Rule13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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The registrant hereby amends Item 9.01 of its current report on Form 8-K filed on May 5, 2006 (the Initial 8-K) by attaching a complete copy of the earnings release dated May 3, 2006.

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Item 9.01

Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release Dated May 3, 2006

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRONOX INCORPORATED

By: /s/ Roger G. Addison Roger G. Addison Vice President, General Counsel and Secretary

Dated: May 5, 2006

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