

Tronox Ltd  
Form 10-K/A  
March 26, 2014

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

**Form 10-K/A**  
**Amendment No. 1**

**(Mark One)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Year ended December 31, 2013**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**1-35573**

**(Commission file number)**

**TRONOX LIMITED**

**(ACN 153 348 111)**

**(Exact Name of Registrant as Specified in its Charter)**

<b>Western Australia, Australia</b> <b>(State or Other Jurisdiction of</b>	<b>98-1026700</b> <b>(I.R.S. Employer</b>
<b>Incorporation or Organization)</b>	<b>Identification Number)</b>
	<b>1 Brodie Hall Drive</b>
<b>263 Tresser Boulevard, Suite 1100</b> <b>Stamford, Connecticut 06901</b>	<b>Technology Park</b> <b>Bentley, Australia 6102</b>
<b>Registrant's telephone number, including area code: (203) 705-3800</b>	

**Securities Registered Pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
<b>Class A Ordinary Shares, par value \$0.01 per share</b>	<b>New York Stock Exchange</b>
<b>Securities Registered Pursuant to Section 12(g) of the Act: None</b>	

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the ordinary shares held by non-affiliates of the Registrant as of June 28, 2013 was approximately \$2,286,134,531.

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

As of January 31, 2014, the Registrant had 62,369,715 shares of Class A ordinary shares and 51,154,280 shares of Class B ordinary shares outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's proxy statement for its 2014 annual general meeting of shareholders are incorporated by reference in this Form 10-K in response to Part III Items 10, 11, 12, 13 and 14.

**EXPLANATORY NOTE**

The registrant is filing this Amendment No. 1 to Annual Report on Form 10-K, or this Amendment, to amend the Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (Commission File Number 001-35573), or the Form 10-K, as filed by the registrant with the Securities and Exchange Commission on February 27, 2014. The purpose of this Amendment is to amend and restate Item 15. Exhibits, Financial Statement Schedules for the sole purpose of correcting an inadvertent clerical error relating to the presentation of the Exhibit Index to the Form 10-K. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by the registrant's principal executive officer and principal financial officer are filed as exhibits to this Amendment.

No other changes have been made to the Form 10-K other than those described above. This Amendment does not reflect subsequent events occurring after the original filing date of the Form 10-K or modify or update in any way disclosures made in the Form 10-K.

**Item 15. Exhibits, Financial Statement Schedules.**

(a) The following documents are filed as part of this Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2013.

1. Consolidated Financial Statements. Reference is made to the Index to Consolidated Financial Statements and Consolidated Financial Statement Schedules appearing at Item 8. Financial Statements and Supplementary Data in this report.
2. Consolidated Financial Statement Schedules. All financial statement schedules are omitted as they are inapplicable, or the required information has been included in the consolidated financial statements or notes thereto.
3. Exhibits. The Exhibits set forth on the accompanying Exhibit Index immediately following the Signatures are filed as part of, or incorporated by reference into, this Annual Report on Form 10-K.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 26th day of March 2014.

TRONOX LIMITED

(Registrant)

By: /s/ Richard L. Muglia  
Name: Richard L. Muglia  
Title: Senior Vice President, General  
Counsel & Secretary

**Exhibit Index**

Exhibit No.

- 2.1 Amended and Restated Transaction Agreement by and among Tronox Incorporated, Tronox Limited, Concordia Acquisition Corporation, Concordia Merger Corporation, Exxaro Resources Limited, Exxaro Holdings Sands (Proprietary) Limited and Exxaro International BV, dated as of April 20, 2012 (incorporated by reference to Annex A to the proxy statement/prospectus which forms a part of the Registration Statement on Form S-4 filed by Tronox Limited and Tronox Incorporated on May 4, 2012, Commission File No. 333-178835-01).
- 3.1 Constitution of Tronox Limited (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K filed by Tronox Limited on June 20, 2012, Commission File No. 001-35573).
- 4.1 Indenture, dated as of August, 20, 2012, among Tronox Finance LLC, Tronox Limited, the other guarantors named therein and Wilmington Trust, National Association, as Trustee (incorporated by reference to Exhibit 4.1 of the Quarterly Report on Form 10-Q filed by Tronox Limited on November 14, 2012, Commission File No. 333-178835-01).
- 4.2 Registration Rights Agreement, dated as of August 20, 2012, among Tronox Finance LLC, Tronox Limited, the other guarantors named therein and Goldman, Sachs & Co., Credit Suisse Securities (USA) LLC and UBS Securities LLC, as representative of the initial purchasers (incorporated by reference to Exhibit 4.2 of the Quarterly Report on Form 10-Q filed by Tronox Limited on November 14, 2012, Commission File No. 333-178835-01 ).
- 4.3 First Supplemental Indenture, dated August 29, 2012, to the Indenture, dated as of August, 20, 2012 among Tronox Finance LLC, Tronox Limited, the other guarantors named therein and Wilmington Trust, National Association, as Trustee (incorporated by reference to Exhibit 4.3 of the Quarterly Report on Form 10-Q filed by Tronox Limited on November 14, 2012, Commission File No. 333-178835-01).
- 10.1 Amended and Restated Warrant Agreement, dated as of June 15, 2012, by and between Tronox Incorporated, Tronox Limited, Computershare Inc. and its wholly-owned subsidiary, Computershare Trust Company, N.A. (incorporated by reference to Exhibit 10.6 of the Current Report on Form 8-K filed by Tronox Limited on June 20, 2012, Commission File No. 333-178835-01).
- 10.2\*\* Employment Agreement entered into as of February 14, 2011 by and between Tronox LLC and John D. Romano (incorporated by reference to Exhibit 10.5 of the Registration Statement on Form S-4 filed by Tronox Limited and Tronox Incorporated on December 30, 2011, Commission File Number 333-178835).
- 10.3\*\* Employment Agreement entered into as of February 14, 2011 by and between Tronox LLC and Michael J. Foster (incorporated by reference to Exhibit 10.6 of the Registration Statement on Form S-4 filed by Tronox Limited and Tronox Incorporated on December 30, 2011, Commission File Number 333-178835).
- 10.4 Shareholders Agreement by and between Tronox Sands Holdings PTY Limited, Tronox Limited, Exxaro Resources Limited, Exxaro Sands (Proprietary) Limited and Exxaro TSA Sands Proprietary Limited (incorporated by reference to Exhibit 10.10 of the Current Report on Form 8-K filed by Tronox Limited on June 20, 2012, Commission File No. 333-178835-01).
- 10.5 Shareholder s Deed dated June 15, 2012 by and between Tronox Limited, Thomas Casey, and

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- Exxaro Resources Limited (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed by Tronox Limited on June 20, 2012, Commission File No. 333-178835-01).
- 10.6 Credit and Guaranty Agreement, dated February 8 2012, by and among Tronox Pigments (Netherlands) B.V., Tronox Incorporated, the guarantors listed therein, the lenders listed therein, and Goldman Sachs Bank USA (incorporated by reference to Exhibit 10.14 of the Registration Statement of Form S-4 filed by Tronox Limited and Tronox Incorporated on March 22, 2012, Commission File Number 333-178835).
- 10.07\*\* Employment Agreement entered into as of April 19, 2012 by and between Tronox LLC and Thomas J. Casey (incorporated by reference to Exhibit 10.15 of the Registration Statement on Form S-4 filed by Tronox Limited and Tronox Incorporated on April 23, 2012, Commission File Number 333-178835-01).
- 10.8\*\* Tronox Limited Management Equity Incentive Plan (incorporated by reference to Exhibit 10.16 of the Registration Statement on Form S-4 filed by Tronox Limited and Tronox Incorporated on April 23, 2012, Commission File Number 333-178835-01).
- 10.9 First Amendment to the Credit and Guaranty Agreement, dated May 11, 2012, by and among Tronox Pigments (Netherlands) B.V., Tronox Incorporated, Goldman Sachs Bank USA, the requisite lenders party thereto and the guarantors party thereto (incorporated by reference to Exhibit 10.12 of the Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2012 filed by Tronox Limited on February 28, 2013, Commission File Number 001-35573).



- 10.10 Technical Amendment to the Credit and Guaranty Agreement, dated June 12, 2012, by and among Goldman Sachs Bank USA and Tronox Pigments (Netherlands) B.V. (incorporated by reference to Exhibit 10.13 of the Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2012 filed by Tronox Limited on February 28, 2013, Commission File Number 001-35573).
- 10.11 Transition Services Agreement, dated June 15, 2012, by and between Tronox Limited, Exxaro Resources Limited, Exxaro TSA Sands Proprietary Limited and Exxaro Sands (Proprietary) Limited (incorporated by reference to Exhibit 10.3 of the Current Report on Form 8-K filed by Tronox Limited on June 20, 2012, Commission File No. 333-178835-01).
- 10.12 General Services Agreement, dated June 15, 2012, by and between Tronox Limited, Exxaro Resources Limited, Exxaro TSA Sands Proprietary Limited and Exxaro Sands (Proprietary) Limited (incorporated by reference to Exhibit 10.4 of the Current Report on Form 8-K filed by Tronox Limited on June 20, 2012, Commission File No. 333-178835-01).
- 10.13 Template Project Services Agreement, dated June 15, 2012, by and between Tronox Limited and Exxaro Resources Limited (incorporated by reference to Exhibit 10.5 of the Current Report on Form 8-K filed by Tronox Limited on June 20, 2012, Commission File No. 333-178835-01).
- 10.14 Revolving Syndicated Facility Agreement, dated June 18, 2012, among Tronox Incorporated, Tronox Limited, Guarantors named therein, Lenders named therein, UBS Securities LLC, as Arranger, Bookmanager, Documentation Agent and Syndication Agent, UBS AG, Stamford Branch, as Issuing Bank, Administrative Agent and Collateral Agent, UBS Loan Finance LLC, as Swingline Lender, and UBS AG, Stamford Branch, as Australian Security Trustee (incorporated by reference to Exhibit 10.7 of the Current Report on Form 8-K filed by Tronox Limited on June 20, 2012, Commission File No. 333-178835-01).
- 10.15 First Amendment to Revolving Syndicated Facility Agreement, dated August 8, 2012, among Tronox Limited, the other borrowers and the guarantors party thereto, the lenders party thereto and UBS AG, Stamford Branch (incorporated by reference to Exhibit 10.18 of the Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2012 filed by Tronox Limited on February 28, 2013, Commission File Number 001-35573).
- 10.16\*\* Separation Agreement and Release entered into as of February 9, 2013, by and between Tronox Limited and Daniel D. Greenwell (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed by Tronox Limited on February 13, 2013, Commission File Number 001-35573).
- 10.17\*\* First Amendment to that Certain Employment Agreement entered into as of February 22, 2013, by and between Tronox LLC and Thomas J. Casey (incorporated by reference to Exhibit 10.21 of the Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2012 filed by Tronox Limited on February 28, 2013, Commission File Number 001-35573).
- 10.18\* Single Tenant Industrial Lease by and between Le Petomane XXVII, Inc., not individually but solely in the representative capacity as the Trustee of the Nevada Environmental Response Trust, and Tronox LLC dated February 14, 2011.
- 10.19\*\* Tronox Limited Annual Performance Bonus Plan (incorporated by reference to Exhibit B of the Definitive Proxy Statement of Tronox Limited filed on Form DEF 14A on April 15, 2013, Commission File Number 001-35573).
- 10.20\*\* Employment Agreement entered into as of July 25, 2014 by and between Tronox LLC and Jean Francois Turgeon (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed by Tronox Limited on August 7, 2014, Commission File Number 001-35573).
- 10.21\*\*

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Employment Agreement entered into as of August 1, 2014 by and between Tronox LLC and Katherine C. Harper (incorporated by reference to Exhibit 10.2 of the Current Report on Form 8-K filed by Tronox Limited on August 7, 2014, Commission File Number 001-35573).

- 12.1\* Ratio of Earnings to Fixed Charges.
- 14.1\* Tronox Code of Business Conduct, Code of Ethics.
- 21.1\* Subsidiaries of Tronox Limited.
- 23.1\* Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm for Tronox Limited.
- 31.1+ Rule 13a-14(a) Certification of Thomas Casey.
- 31.2+ Rule 13a-14(a) Certification of Katherine C. Harper.
- 32.1\* Section 1350 Certification for Thomas Casey.
- 32.2\* Section 1350 Certification for Katherine C. Harper.

- 101.INS\* XBRL Instance Document (incorporated by reference to Exhibit 101.INS of the Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2013 filed by Tronox Limited on February 27, 2014 (Commission File Number 001-35573).
- 101.SCH\* XBRL Taxonomy Extension Schema Document (incorporated by reference to Exhibit 101.SCH of the Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2013 filed by Tronox Limited on February 27, 2014 (Commission File Number 001-35573).
- 101.CAL\* XBRL Taxonomy Extension Calculation Linkbase Document (incorporated by reference to Exhibit 21.1 of the Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2013 filed by Tronox Limited on February 27, 2014 (Commission File Number 001-35573).
- 101.LAB\* XBRL Taxonomy Extension Label Linkbase Document (incorporated by reference to Exhibit 101.LAB of the Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2013 filed by Tronox Limited on February 27, 2014 (Commission File Number 001-35573).
- 101.DEF\* XBRL Taxonomy Extension Definition Linkbase Document (incorporated by reference to Exhibit 101.DEF of the Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2013 filed by Tronox Limited on February 27, 2014 (Commission File Number 001-35573).
- 101.PRE\* XBRL Taxonomy Extension Presentation Linkbase Document (incorporated by reference to Exhibit 101.PRE of the Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2013 filed by Tronox Limited on February 27, 2014 (Commission File Number 001-35573).

\* Previously filed or furnished with the Form 10-K for the fiscal year ended December 31, 2013 filed with the Securities and Exchange Commission on February 27, 2014 which is amended hereby.

\*\* Indicates management contract or compensatory plan or arrangement.

+ Filed herewith.