

Tronox Ltd  
Form 8-K  
February 27, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): February 27, 2013 (February 22, 2013)

**TRONOX LIMITED**

(Exact name of registrant as specified in its charter)

Western Australia, Australia  
(State or other jurisdiction

of incorporation)

1-35573  
(Commission

File Number)

98-1026700  
(IRS Employer

Identification No.)

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**One Stamford Plaza**

**263 Tresser Boulevard, Suite 1100**

**Stamford, Connecticut 06901**

**(Address of principal executive offices, including Zip Code)**

**(203) 705-3800**

**(Registrant's telephone number, including area code)**

**n/a**

**(Former name or former address, if changed since last report)**

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:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement**

On February 22, 2013, Tronox Limited's subsidiary, Tronox LLC (the Company) and Thomas J. Casey entered into a First Amendment (the Amendment) to that Certain Employment Agreement by and between the Company and Thomas J. Casey, dated April 19, 2012 (the Casey Employment Agreement). The Amendment changes the grant date of Mr. Casey's annual equity award from the anniversary of the effective date of the Casey Employment Agreement to the earlier of (x) the date on which the Company makes equity grants to its other executive officers and (y) last business day of March for the applicable year.

**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.

**Date:** February 27, 2013

**TRONOX LIMITED**

By: /s/ Michael J. Foster  
Michael J. Foster  
Senior Vice President - General Counsel and  
Secretary