

Tronox Ltd  
Form 8-K  
April 01, 2015

**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): April 1, 2015**

**TRONOX LIMITED**

**(Exact name of registrant as specified in its charter)**

<b>Western Australia, Australia</b>	<b>1-35573</b>	<b>98-1026700</b>
<b>(State or other jurisdiction</b>	<b>(Commission</b>	<b>(IRS</b>
		<b>Employer</b>

**of incorporation)**                      **File Number)**      **Identification**  
**No.)**

**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 2.01. Completion of Acquisition or Disposition of Assets.**

On April 1, 2015, Tronox US Holdings Inc., a wholly owned subsidiary of Tronox Limited (the Company), completed the previously announced acquisition of the Alkali Chemicals business from FMC Corporation for an aggregate purchase price of approximately \$1.64 billion in cash (the Transaction). The purchase price is subject to a customary post-closing adjustment in respect of working capital.

The Company funded the Transaction through a combination of existing cash reserves and newly incurred indebtedness.

**Item 8.01. Other Events.**

On April 1, 2015, the Company issued a press release announcing the closing of the Transaction. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(a) Financial statements of businesses acquired. The financial information required by Item 9.01(a) of this Current Report on Form 8-K has not been included with this filing and will be filed by amendment to this Current Report on Form 8-K not later than seventy-one (71) calendar days after the date that this Current Report on Form 8-K must be filed.

(b) Pro forma financial information. The financial information required by Item 9.01(b) of this Current Report on Form 8-K has not been included with this filing and will be filed by amendment to this Current Report on Form 8-K not later than seventy-one (71) calendar days after the date that this Current Report on Form 8-K must be filed.

(d) Exhibits.

**Exhibit No. Description**

99.1 Press release dated April 1, 2015, announcing the closing of the Transaction.

**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 LIMITED**

By: /s/ Richard L. Muglia

Date: April 1, 2015 Name: Richard L. Muglia

Title: Senior Vice President, General Counsel and Secretary

**Exhibit Index**

**Exhibit No. Description**

99.1 Press release dated April 1, 2015, announcing the closing of the Transaction.