

Tronox Ltd  
Form 8-A12B  
June 14, 2012

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

**WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**TRONOX LIMITED**

(Exact name of registrant as specified in its charter)

**Western Australia, Australia**  
(State or other jurisdiction of

incorporation or organization)

**One Stamford Plaza**

**98-1026700**  
(I.R.S. Employer

Identification No.)

**06901**

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**263 Tresser Boulevard, Suite 1100**

**Stamford, Connecticut**  
(Address of principal executive offices)

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class<br/>to be so registered</b>             | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|----------------------------------------------------------------|--------------------------------------------------------------------------|
| <b>Class A ordinary shares,<br/>\$0.01 par value per share</b> | <b>New York Stock Exchange</b>                                           |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐ "

Securities Act registration statement file number to which this form relates: **333-178835**

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered**

The description of the Class A ordinary shares, \$0.01 par value per share, of Tronox Limited, as set forth under the caption "Governance of Tronox Limited Ordinary Shares" in the prospectus forming a part of the Registration Statement on Form S-4, as originally filed with the Securities and Exchange Commission (the "Commission") on December 30, 2011 (Registration No. 333-178835), including exhibits, as amended from time to time (the "Registration Statement"), is hereby incorporated by reference. In addition, all of the above-referenced descriptions included in any prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

**Item 2. Exhibits**

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: June 14, 2012

TRONOX LIMITED

By: /s/ Michael J. Foster

Name: Michael J. Foster

Title: Senior Vice President, General Counsel and Secretary