

Tronox Ltd  
Form 8-K  
May 28, 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): May 21, 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 5.07 Submission of Matters to a Vote of Security Holders**

The annual meeting of shareholders of Tronox Limited was held on May 21, 2013. At the annual meeting, shareholders voted in favor of (i) the re-election of the directors listed below; (ii) the Tronox Limited Annual Performance Plan; (iii) the appointment of Grant Thornton LLP as our independent registered public auditor, to serve until the earlier of the date that the auditor resigns or is removed; (iv) the compensation of our named executive officers ( the Say-on-Pay Vote ); and (v) an annual Say-on-Pay Vote.

The final voting results are as follows:

**1(a). Election of Class A directors:**

Nominee	Votes For	Votes Against	Votes Withheld/Abstentions	Broker Non-Votes	Total Unvoted Shares
Thomas Casey	40,019,804	0	568,384	11,309,428	23,369,297
Andrew P. Hines	40,526,990	0	61,198	11,309,428	23,396,297
Wayne A. Hinman	39,569,246	0	1,018,942	11,309,428	23,396,297
Ilan Kaufthal	40,009,920	0	578,268	11,309,428	23,396,297
Jeffry N. Quinn	40,457,499	0	130,689	11,309,428	23,396,297
Peter Johnston	39,400,231	0	1,187,957	11,309,428	23,396,297

**1(b). Election of Class B directors:**

Nominee	Votes For	Votes Against	Votes Withheld/Abstentions	Broker Non-Votes	Total Unvoted Shares
Daniel Blue	51,154,280	0	0	0	0
Wim de Klerk	51,154,280	0	0	0	0
Sipho Nkosi	51,154,280	0	0	0	0

**2. Approval of the Tronox Limited Annual Performance Bonus Plan:**

Votes For	Votes Against	Votes Withheld/Abstentions	Broker Non-Votes	Total Unvoted Shares
90,923,702	795,837	22,927	11,309,431	23,369,299

**3. Approval of the appointment of the Company's independent registered public auditor:**

Votes				
Votes For	Votes Against	Withheld/Abstentions	Broker Non-Votes	Total Unvoted Shares
102,890,861	105,527	55,509	0	12,059,868

**4. Approval, on a non-binding advisory basis, of the compensation of the Company's named executive officers:**

Votes				
Votes For	Votes Against	Withheld/Abstentions	Broker Non-Votes	Total Unvoted Shares
90,995,837	727,531	19,099	11,309,429.89	23,369,297

**5. Approval, on a non-binding advisory basis, of the frequency of the Say-on-Pay Vote:**

Votes					
1 Year	2 Years	3 Years	Withheld/Abstentions	Broker Non-Votes	Total Unvoted Shares
90,958,809	93,640	571,223	118,794	11,309,431	23,369,299

**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:** May 28, 2013

**TRONOX LIMITED**

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