



If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

In connection with the sale of the Class A ordinary shares of Tronox Limited (the “Company”) by Exxaro Resources Limited (the “Selling Shareholder”) on October 10, 2017, the number of Class B ordinary shares of the Company owned by the Selling Shareholder fell below an ownership threshold specified in the Company’s Constitution, as amended on November 3, 2016 (the “Constitution”). As such, in accordance with the Constitution, Sipho Nkosi, a Class B director of the Company, notified the Company that he resigned from the Company’s board of directors, effective October 20, 2017. Mr. Nkosi’s resignation from his position as a director was not the result of any disagreements between Mr. Nkosi and the Company on any matters relating to the Company’s operations, policies or practices.

In accordance with the Constitution and in connection with Mr. Nkosi’s resignation on October 20, 2017 as a Class B director, the Company’s board of directors appointed Mr. Nkosi as a new Class A director of the Company, effective October 26, 2017. There is no arrangement or understanding between Mr. Nkosi and any other person under which Mr. Nkosi was appointed as a director of the Company. Mr. Nkosi will receive compensation in accordance with the compensation provided to the Company’s other non-employee directors as described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 16, 2017. Mr. Nkosi does not have any related party transactions that are required to be disclosed under Item 404(a) of Regulation S-K.

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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: October 26, 2017 Name: Richard L. Muglia

Title: Senior Vice President, General Counsel and Secretary

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