Mgojo Mxolisi Form 4 January 31, 2019

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**SECURITIES** 

Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

#### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

Form 5
obligations
may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer  (Check all applicable)			
• •				
(Month/Day/Year)	X Director 10% Owner			
01/29/2019	Officer (give title Other (speci below)			
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Symbol Tronox Ltd [TROX] 3. Date of Earliest Transaction (Month/Day/Year) 01/29/2019 4. If Amendment, Date Original			

(City)	(State) (2	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	nsaction(A) or Disposed of de (D) str. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)  Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock Class A	01/29/2019		A	16,591 (1)	A	\$0	60,930	D	
Common Stock Class A	01/29/2019		F	1,528 (2)	D	\$ 8.6	59,402	D	
Common Stock Class	01/29/2019		F	1,069 (3)	D	\$ 8.6	58,333	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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Number:

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#### Edgar Filing: Mgojo Mxolisi - Form 4

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year) Exec	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Namelani		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Coae V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Mgojo Mxolisi PO BOX 9229 X PRETORIA, T3 T3 0001

## **Signatures**

/s/ Steven Kaye, as 01/31/2019 attorney-in-fact

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Pursuant to the Director's restricted share unit agreement, the Restricted Share Units subject to this grant shall vest on the first anniversary **(1)** of the grant date (the "Vesting Date"), provided that the participant is then providing services to the Board on the Vesting Date.
- The Company withheld 1,528 shares to satisfy withholding tax obligations and Mr. Mgojo received the balance of 8,654 shares of **(2)** previously granted restricted common stock.
- The Company withheld 1,069 shares to satisfy withholding tax obligations and Mr. Mgojo received the balance of 6,053 shares of previously granted restricted common stock

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2