

Tronox Ltd
Form SC 13D/A
October 11, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 8)*

TRONOX LIMITED

(Name of Issuer)

Class A Ordinary Shares

(Title of Class of Securities)

Q9235V101

(CUSIP Number)

Saret van Loggerenberg

Exxaro Resources Limited

Roger Dyason Road

Pretoria West 0183

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Pretoria, South Africa

+27 12 307 4384

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 10, 2017

(Date of Event which Requires Filing of this Statement)

Copy to:

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e) or 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page will be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. Q9235V101

1. Name of Reporting Person:

Exxaro Resources Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

3. SEC use only:

4. Source of funds (See instructions):

WC

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

6. Citizenship or place of organization:

Republic of South Africa

7. Sole Voting Power:

Number of

Shares -0⁽¹⁾
8. Shared Voting Power:

Beneficially

Owned by -0⁽¹⁾
Each 9. Sole Dispositive Power:

Reporting

Person -0⁽¹⁾
10. Shared Dispositive Power:

With

-0⁽¹⁾
11. Aggregate Amount Beneficially Owned by Each Reporting Person:

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-0⁽¹⁾

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

-0-

14. Type of Reporting Person (See Instructions):

CO

- (1) The Reporting Person does not beneficially own any Class A Shares; however, the Reporting Person directly owns 28,729,280 Class B Shares, which represents 100% of the outstanding Class B Shares and approximately 24% of Tronox's outstanding voting securities, based on share information released by Tronox as of September 29, 2017.

Item 1. Security and Issuer

This Amendment No. 8 to Schedule 13D (this Amendment) amends and supplements Exxaro's statement on Schedule 13D filed in relation to the Class A Shares of Tronox.

Exxaro owns 28,729,280 Class B Shares, which represents 100% of the outstanding Class B Shares and approximately 24% of Tronox's outstanding voting securities, based on share information released by Tronox as of September 29, 2017.

Except as specifically provided herein, this Amendment does not modify any of the information previously reported on this Schedule 13D. Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in this Schedule 13D.

Item 2.

EXECUTIVE OFFICERS AND DIRECTORS OF EXXARO RESOURCES LIMITED

(a), (c) and (f) The following information sets forth the name, citizenship and present principal occupation of each Exxaro executive officer and director.

EXXARO EXECUTIVE OFFICERS

| <u>Name</u> | <u>Citizenship</u> | <u>Present Principal Occupation</u> |
|------------------------------------|--------------------|---|
| Mxolisi Donald Mbuyisa Mgojo | South Africa | Director and CEO; Tronox Director |
| Riaan Koppeschaar | South Africa | Finance Director |
| Mzila Mthenjane | South Africa | Executive Head: Stakeholder Affairs |
| Vanisha Balgobind | South Africa | Executive Head: Human Resources |
| Mongezi Vetu | South Africa | Executive Head: Sustainability |
| Susarah Elizabeth van Loggerenberg | South Africa | Group Company Secretary & Legal |
| Johan Gerhard Meyer | South Africa | Executive Head: Projects and Technology |
| Antonie Willem Diedericks | South Africa | Executive Head: Business Development |
| Nombasa Tsengwa | South Africa | Executive Head: Coal Operations |

EXXARO DIRECTORS

| <u>Name</u> | <u>Citizenship</u> | <u>Present Principal Occupation</u> |
|------------------------------|--------------------|-------------------------------------|
| Mxolisi Donald Mbuyisa Mgojo | South Africa | CEO of Exxaro; Tronox Director |
| Riaan Koppeschaar | South Africa | Finance Director of Exxaro |

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| | | |
|--|--------------|--|
| Salukazi Dakile-Hlongwane | South Africa | Non-Executive Director, Exxaro; CEO and Chairperson, Nozala Investments (Pty) Ltd; Non-Executive Director, Tshwarisano LFB Investment (Pty) Ltd, MultiChoice South Africa Holdings Limited, Tsebo Outsourcing Group (Pty) Ltd, Basadi Ba Kopane Proprietary Limited, and Woodlands Dairy |
| Constantinus Johannes Fauconnier | South Africa | Non-Executive Director, Exxaro |
| Deenadayalen Konar | South Africa | Chairman and Non-Executive Director, Exxaro and Old Mutual Investment Group Holdings; Non-Executive Director, Alexander Forbes Group, Credit Suisse Securities Johannesburg (Pty) Ltd, Lohmin plc, Guardrisk Insurance Company Group, Outsourced Risk And Compliance Assessment (Proprietary) Limited, Sappi Limited, Steinhoff International Holdings Limited |
| Saleh Mayet | South Africa | Non-Executive Director, Exxaro; Head of Finance, Anglo American South Africa Limited; Non-Executive Director, Distribution and Warehousing Network Limited |
| Vincent Zwelibanzi Mntambo | South Africa | Non-Executive Director, Exxaro and Main Street 333 (Pty) Limited |
| Mahomed Fazel Randera | South Africa | Non-Executive Director, Exxaro; Chairman, Nehawu Investment Holdings and MediTech South Africa |
| Jeffrey van Rooyen | South Africa | Non-Executive Director, Exxaro; CEO of Uranus Investment Holdings; Non-Executive Director, MTN Group Ltd. and Pick n Pay Stores Limited |
| Vuyisa Nkonyeni | South Africa | Non-Executive Director, Exxaro; Chief Executive Officer and Director, Kagiso Tiso Holdings (Pty) Ltd; Non-Executive Director, Emira Property Fund Limited, Fidelity Bank Ghana Limited, Kagiso Media Proprietary Limited, MMI Holdings Limited, and Nozala Holdings Proprietary Limited |
| Dalikhaya Rain Zihlangu | South Africa | Non-Executive Director, Exxaro; CEO of Eyabantu Capital Consortium (Pty) Ltd; Non-Executive Director of Sentula Mining Limited |
| Monhla Wilma Hlahla | South Africa | Non-Executive Director, Exxaro; Chairperson, Royal Bafokeng Holdings (Pty) Limited and Trans-Caledon Tunnel Authority; Director, Liberty Holdings Limited and Stanlib Limited |
| Erasmus Jacobus Myburgh | South Africa | Non-Executive Director, Exxaro; Business consultant, Hindsight Financial and Commercial Solutions (Pty) Ltd; Non-Executive Director, The Heartlines Centre NPC |
| Petrus Casparas Christiaan Hendrik Snyders | South Africa | Non-Executive Director, Exxaro |

(b) The business address of each Exxaro executive officer and director is Roger Dyason Road, Pretoria West 0183, South Africa.

(d) During the last five years, none of the Exxaro executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Exxaro executive officers or directors has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Not applicable.

Item 4. Purpose of the Transaction

On October 10, 2017, Exxaro completed the sale of 22,425,000 Class A Shares to the several underwriters named in the underwriting agreement, which was attached as Exhibit 99.2 to Amendment No. 7 to this Statement, at a public offering price per share of US\$22.00, resulting in net proceeds to Exxaro of approximately US\$474 million. Upon completion of that sale, Exxaro owns 28,729,280 Class B Shares, representing approximately 24% of the total outstanding voting shares.

Except as described in this Amendment, Exxaro does not have any current plans or proposals that relate to or would result in any of the events set forth in paragraphs (a) through (j) of Item 4. However, Exxaro reserves the right, at any time and from time to time, to review or reconsider its position and/or change its purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer

(a)-(b)

As of the date of this Amendment, Exxaro does not beneficially own any Class A Shares. Exxaro directly owns 28,729,280 Class B Shares, representing 100% of the outstanding Class B Shares and approximately 24% of Tronox's voting securities based on share information released by Tronox as of September 29, 2017. Mr. Mgojo owns 45,055 Class A Shares, of which 12,171 are vested (which represents less than 1% of all outstanding Class A Shares). To the best of Exxaro's knowledge, none of the other persons identified in Item 2 of this Schedule 13D, is, or may be deemed to be, the beneficial owner of any Tronox securities.

Neither the filing of this Schedule 13D nor any of its contents will be deemed to constitute an admission that Exxaro is the beneficial owner of any Tronox securities (other than as described in this Item 5) for the purposes of Section 13(d) of the Act, or for any other purposes, and any such beneficial ownership is expressly disclaimed.

(c) Except as described in this Amendment, to the best of Exxaro's knowledge, none of the other persons identified in Item 2 of this Schedule 13D has engaged in any transactions in Tronox securities during the past 60 days.

(d) To the best of Exxaro's knowledge, no person other than Exxaro has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class B Shares owned by Exxaro.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

In addition to the matters disclosed in this Amendment, the Exxaro may, from time to time, formulate other plans or proposals regarding Tronox or its securities in support of Exxaro's intention to monetize the Tronox shares owned by Exxaro to the extent deemed advisable in light of market conditions, subsequent developments affecting Tronox, the general business and future prospects of Tronox or other factors, or enter into and unwind cash settled equity swap or other similar derivative transactions with respect to the securities of Tronox, which transactions may be significant in amount. These arrangements do not and will not give Exxaro voting or investment control over the securities of Tronox to which these transactions relate and, accordingly, Exxaro disclaim beneficial ownership of any such securities.

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Exxaro and, to the best of its knowledge, the persons identified in Item 2 of this Schedule 13D, have not entered into any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any Tronox securities, including, but not limited to, transfer or voting of any securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

None.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to the Statement on Schedule 13D is true, complete and correct and that such Statement, as amended hereby, is true, complete and correct.

Dated: October 10, 2017

EXXARO RESOURCES LIMITED

By: /s/ Saret van Loggerenberg
Name: Saret van Loggerenberg
Title: Group Company Secretary & Legal