

Tronox Ltd
Form SC 13D/A
October 05, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

TRONOX LIMITED

(Name of Issuer)

Class A Ordinary Shares

(Title of Class of Securities)

Q9235V101

(CUSIP Number)

Carina Wessels

Exxaro Resources Limited

Roger Dyason Road

Pretoria West 0183

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Pretoria, South Africa

+27 12 307 5000

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

October 4, 2012

(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 8. Shared Voting Power:

Beneficially

Owned by Each 9. Sole Dispositive Power:

Reporting

Person 10. Shared Dispositive Power:

With

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 49,754,280 Class B Shares, which represents 100% of the outstanding Class B Shares and approximately 43.7% of Tronox Limited's outstanding voting securities, based on share information released by Tronox Limited on September 27, 2012.

Item 1. Security and Issuer

This Amendment No. 1 to Schedule 13D (this Amendment) amends and supplements Exxaro's statement on Schedule 13D (as amended from time to time, this Schedule 13D) filed in relation to the Class A Shares of Tronox.

On June 26, 2012, the Tronox Board of Directors approved a 5-to-1 stock split for holders of its Class A Shares and Class B Shares at the close of business on July 20, 2012, by issuance of four additional shares for each share of the same class by way of a bonus issue. As a result, Exxaro now owns 49,754,280 Class B Shares, which represents 100% of the outstanding Class B Shares and approximately 43.7% of Tronox Limited's outstanding voting securities, based on share information released by Tronox on September 27, 2012.

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

| Name | Citizenship | Present Principal Occupation | Interest in Tronox Securities, if any (see Item 5) |
|---------------------------------|--------------------|--|--|
| Sipho Abednego Nkosi | South Africa | Director and Chief Executive Officer; Tronox Director | |
| Willem Abraham de Klerk | South Africa | Director and Finance Director; Tronox Director | 5,000 Class A Shares (which represents less than 1% of all outstanding Class A Shares) acquired in a broker transaction on the New York Stock Exchange on August 17, 2012 for an average price per share of \$25.3462. |
| Mxolisi Donald Mbuyisa Mgojo | South Africa | Executive General Manager: Coal | |
| Margaretha Piater | South Africa | Executive General Manager: Human Resources | |
| Peter Ernst Venter | South Africa | Executive General Manager: Business Growth | 4,480 Class A Shares (which represents less than 1% of all outstanding Class A Shares) acquired in a broker transaction on the New York Stock Exchange on August 21, 2012 for an average price per share of \$26.0971. |
| Mongezi Vetu | South Africa | General Manager: Safety and Sustainable Development | |
| Catharina Helena Wessels | South Africa | Group Company Secretary | |

EXXARO DIRECTORS

| Name | Citizenship | Present Principal Occupation | Interest in Tronox Securities, if any (see Item 5) |
|----------------------|--------------------|---|---|
| Sipho Abednego Nkosi | South Africa | Chief Executive Officer of Exxaro; Tronox Director | |

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Willem Abraham de Klerk

South Africa

Finance Director of Exxaro; Tronox
Director

(see table of Exxaro Executive Officers set
forth above)

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| | | |
|---------------------------|--------------|--|
| Christopher Ivan Griffith | South Africa | Chief Executive Officer of Kumba Iron Ore |
| Jurie Geldenhuys | South Africa | Chairman, Astral Foods Limited |
| Salukazi Dakile-Hlongwane | South Africa | Deputy Chairperson, Nozala Investments (Pty) Ltd |
| Ufikile Khumalo | South Africa | Divisional Executive, Industrial Development Corporation of South Africa Ltd |
| Deenadayalen Konar | South Africa | Non-Executive Director, Exxaro Resources Limited |
| Zwelibanzi Mntambo | South Africa | Management Consultant, Xalam Performance |
| Richard Peter Mohring | South Africa | Part-Time Consultant, Mohring Mining Consulting cc |
| Mahomed Fazel Randerá | South Africa | Deputy Chairman, Nehawu Investment Company |
| Jeff van Rooyen | South Africa | Non-Executive Director, MTN Group Ltd. |
| Nkululeko Leonard Sowazi | South Africa | Chairman, Tiso Investment Holdings |
| Dalikhaya Rain Zihlangu | South Africa | Non-Executive Director, Exxaro Resources Limited |

(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

As further discussed below, Exxaro intends to acquire up to 1,400,000 Class A Shares on the open market through a Rule 10b5-1/Rule 10b-18 Trading Plan. The source of funds for such purchases will be Exxaro's working capital and cash on hand.

Item 4. Purpose of the Transaction

On October 4, 2012, Exxaro and J.P. Morgan Securities LLC (JPMS) entered into a Rule 10b5-1/Rule 10b-18 Purchase Plan Agreement (the JPMS Tronox Class A Trading Plan) authorizing JPMS to purchase up to 1,400,000 Class A Shares (which represents approximately 2.2% of all outstanding Class A Shares and approximately 1.2% of Tronox's outstanding voting securities) on Exxaro's behalf beginning on October 5, 2012 in compliance with all applicable securities laws and regulations, including Rule 10b5-1 and Rule 10b-18 under the Securities Exchange Act of 1934, as amended (the Exchange Act), and the rules, policies and procedures of the markets where the transactions are placed.

The maximum number of Class A Shares that JPMS may purchase on Exxaro's behalf on any Purchaser Trading Day (as such term is defined in the JPMS Tronox Class A Trading Plan) is subject to the maximum volume limitations set forth in Rule 10b-18 under the Exchange Act. All purchases of Class A Shares under the JPMS Tronox Class A Trading Plan will be made in JPMS's discretion. Exxaro is purchasing the Class A Shares based on its belief that Tronox's shares represent an attractive investment opportunity.

Tronox's Constitution provides that, subject to certain exceptions, when Exxaro acquires a Class A Share, it automatically converts to a Class B Share, which means Exxaro generally will not hold Class A Shares.

This description of the JPMS Tronox Class A Trading Plan is qualified in its entirety by reference to the terms of the JPMS Tronox Class A Trading Plan, a copy of which is filed as Exhibit 99.1 to this Amendment.

As previously disclosed in this Schedule 13D and in addition to the JPMS Tronox Class A Trading Plan described in this Amendment, Exxaro may, from time to time, purchase Class A Shares, or interests in Class A Shares, through open market purchases, privately negotiated transactions, block trades, derivative securities or otherwise, subject to compliance with applicable United States and Australian laws and regulations and the contractual restrictions agreed to by Exxaro.

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 49,754,280 Class B Shares, representing 100% of the outstanding Class B Shares and approximately 43.7% of Tronox's voting securities. Except as set forth in Item 2 of this Statement, to the best of Exxaro's knowledge, none of the persons identified in Item 2 of this Statement 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 for the transactions described in this Schedule 13D (including those identified in Item 2), Exxaro or, to the best of its knowledge, none of the 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 its 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

The information with respect to the JPMS Tronox Class A Trading Plan set forth under Item 4 above is incorporated into this Item 6 by reference.

Except for the JPMS Tronox Class A Trading Plan, 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

99.1 Conformed copy of 10b5-1/10b-18 Purchase Plan Agreement between Exxaro Resources Limited and J.P. Morgan Securities LLC, dated October 4, 2012.

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 5, 2012

EXXARO RESOURCES LIMITED

By: /s/ C H Wessels

Name: C H Wessels

Title: Group Company Secretary