Johnston Peter Form 4 January 31, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

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

(Print or Type Responses)

1(b).

Common

Common

A

A

Stock Class 01/29/2018

Stock Class 01/30/2018

1. Name and A Johnston Pe	Symbol	2. Issuer Name and Ticker or Trading Symbol Tronox Ltd [TROX]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (1		3. Date of Earliest Transaction			Director		Owner		
ONE STAM TRESSER I	263 01/29/2	(Month/Day/Year) 01/29/2018				Officer (give below)		er (specify		
	(Street)		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
STAMFOR	D, CT 06901	Filed(Mo	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock Class A	01/29/2018		F	5,702 (1)	D	\$ 19.8	74,093	D		

7,122

950 (3) D

(2)

A

F

\$0

81,215

80,265

D

D

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

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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	isable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	ınt of	Derivative	De
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	В
	Derivative				Securities			(Instr	. 3 and 4)		O
	Security				Acquired						Fo
					(A) or						Re
					Disposed						Tr
					of (D)						(Iı
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Johnston Peter ONE STAMFORD PLAZA 263 TRESSER BLVD., SUITE 1100 STAMFORD, CT 06901

Signatures

/s/ Richard Muglia, as attorney-in-fact

01/31/2018 Date

**Signature of Reporting Person

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).
- (1) The Company withheld 5,702 shares to satisfy withholding tax obligations and Mr. Johnston received the balance of 7,874 shares of previously granted restricted common stock.
- Pursuant to the Director's restricted share unit agreement, the Restricted Share Units subject to this grant shall vest on the first anniversary of the grant date (the "Vesting Date"), provided that the participant is then providing services to the Board on the Vesting Date.
- (3) The Company withheld 950 shares to satisfy withholding tax obligations and Mr. Johnston received the balance of 1,310 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

of 9. Nu re Deriv Secu Bene Own Follo

Owner Follo Repo Trans (Instr