

Tronox Ltd
Form 8-K
October 09, 2014

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 9, 2014 (October 6, 2014)

TRONOX LIMITED
(Exact name of registrant as specified in its charter)

Western Australia, Australia
(State or other jurisdiction
of incorporation)

001-35573
(Commission
File Number)
One Stamford Plaza

98-1026700
(IRS Employer
Identification No.)

263 Tresser Boulevard, Suite 1100

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Stamford, Connecticut 06901

(Address of principal executive offices, including zip code)

(203) 705-3800

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On October 6, 2014, Pravindran Trevor Arran resigned as Senior Vice President and President, Mineral Sands Operations, to pursue other interests, effective October 31, 2014. In connection with Mr. Arran's resignation, Mr. Arran and Tronox Mineral Sands Proprietary Limited, a subsidiary of Tronox Limited (the Company), executed a settlement agreement (the Settlement Agreement). Pursuant to the terms of the Settlement Agreement, Mr. Arran will receive a cash payment equal to approximately \$2.95 million and accelerated vesting of 36,569 shares of time-based restricted stock and 96,933 stock options. An estimate of the potential amount due to Mr. Arran was included in the previously disclosed pre-tax charge as set forth in the Company's Form 8-K filed on September 26, 2014.

Additionally, on October 6, 2014, the Company appointed John Romano, its former Senior Vice President and President, Pigment and Electrolytic Operations, as Senior Vice President, Chief Commercial Officer. Mr. Romano will lead a global marketing organization that includes revenue from all products in the Mineral Sands and Pigment businesses.

The foregoing description of the Settlement Agreement is not complete and is qualified in its entirety by reference to the text of the Settlement Agreement, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
10.1	Settlement Agreement entered into as of October 6, 2014 by and between Tronox Mineral Sands Proprietary Limited and Pravindran Trevor Arran.

SIGNATURE

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

Name: Richard L. Muglia

Title: Senior Vice President, General Counsel and
Secretary

Date: October 9, 2014

Exhibit Number	Description
10.1	Settlement Agreement entered into as of October 6, 2014 by and between Tronox Mineral Sands Proprietary Limited and Pravindran Trevor Arran.