

Tronox Ltd
Form 4
December 14, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
Fine Capital Partners, L.P.

(Last) (First) (Middle)

590 MADISON AVENUE, 27TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Tronox Ltd [TROX]

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class A ordinary shares, par value \$0.01 per share | 12/14/2015 | | S | 60,000 D \$ 3.4599 | 6,449,841 | I | See Footnote (1) |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fine Capital Partners, L.P. 590 MADISON AVENUE 27TH FLOOR NEW YORK, NY 10022 | | X | | |
| Fine Capital Advisors, LLC 590 MADISON AVENUE 27TH FLOOR NEW YORK, NY 10022 | | X | | |
| Fine Debra 590 MADISON AVENUE 27TH FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

| | | |
|---|---------------------------------|------------|
| Fine Capital Partners, L.P., By: Fine Capital Advisors, LLC, its general partner, By: /s/ Debra Fine, Manager | | 12/14/2015 |
| | **Signature of Reporting Person | Date |
| Fine Capital Advisors, LLC, By: /s/ Debra Fine, Manager | | 12/14/2015 |
| | **Signature of Reporting Person | Date |
| /s/ Debra Fine | | 12/14/2015 |
| | **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).

The securities reported herein are held in the accounts of private funds. Fine Capital Partners, L.P. may be deemed to be a beneficial owner of such securities by virtue of its role as the investment manager of such private funds. Fine Capital Advisors, LLC may be deemed to be a beneficial owner of such securities by virtue of its role as the general partner of Fine Capital Partners, L.P. Ms. Debra Fine may be

- (1) deemed to be a beneficial owner of such securities by virtue of her role as the manager of Fine Capital Advisors, LLC. Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of its or her pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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