

Tronox Ltd
Form 8-K
May 21, 2015

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): May 21, 2015 (May 20, 2015)

TRONOX LIMITED

(Exact name of registrant as specified in its charter)

| | | |
|-------------------------------------|---------------------|-----------------------|
| Western Australia, Australia | 001-35573 | 98-1026700 |
| (State or other jurisdiction | (Commission | (IRS |
| of incorporation) | File Number) | Employer |
| | | Identification |
| | | No.) |

One Stamford Plaza

263 Tresser Boulevard, Suite 1100

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 5.07. Submission of Matters to a Vote of Security Holders.

(a) The Annual General Meeting of Shareholders (the “Annual Meeting”) of Tronox Limited (the “Company” or “our”) was held on May 20, 2015.

(b) At the Annual Meeting, shareholders voted in favor of (i) the election of the directors listed below; (ii) the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm; and (iii) approving, on a non-binding advisory basis, the compensation of our named executive officers.

The final voting results for each of these proposals are as follows:

Proposal 1(a). Election of Class A directors (elected by the holders of Class A ordinary shares of the Company).

To elect six Class A directors to terms expiring in 2016. This proposal received the required affirmative vote of holders of a plurality of the votes cast and the directors were elected.

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|------------|----------------|------------------|
| Thomas Casey | 51,575,899 | 2,369,967 | 6,441,872 |
| Andrew P. Hines | 47,904,873 | 6,040,993 | 6,441,872 |
| Wayne A. Hinman | 44,108,019 | 9,837,847 | 6,441,872 |
| Peter Johnston | 52,783,260 | 1,162,606 | 6,441,872 |
| Ilan Kaufthal | 47,702,640 | 6,243,226 | 6,441,872 |
| Jeffrey N. Quinn | 23,750,990 | 30,194,876 | 6,441,872 |

Proposal 1(b). Election of Class B directors (elected by the holders of Class B ordinary shares of the Company).

To elect three Class B directors to terms expiring in 2016. This proposal received the required affirmative vote of holders of a plurality of the votes cast and the directors were elected.

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|--------------|------------|----------------|------------------|
| Daniel Blue | 51,154,280 | 0 | 0 |
| Wim de Klerk | 51,154,280 | 0 | 0 |
| Sipho Nkosi | 51,154,280 | 0 | 0 |

Proposal 2. To ratify the appointment of the Tronox Limited independent registered public auditor. This proposal received the required affirmative vote of holders of a majority of the votes cast and was approved.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 111,282,254 | 248,095 | 11,669 | N/A |

Proposal 3. To approve, on a non-binding advisory basis, the compensation of the Company's named executive officers (the "Say-on-Pay"). This proposal received the required affirmative vote of holders of a majority of the votes cast and was approved.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 68,863,023 | 36,208,874 | 28,249 | 6,441,872 |

SIGNATURES

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

Date: May 21, 2015 By: /s/ Richard L. Muglia
Name: Richard L. Muglia
Title: Senior Vice President, General Counsel and Secretary