

Tronox Ltd  
Form DEFA14A  
February 21, 2017

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SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Soliciting Material Under Rule 14a-12

Confidential, For Use of the Commission Only

(as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Tronox Limited

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:



On February 21, 2017, certain communications were provided to employees of Tronox Limited. A copy of the communication is included below.

Dear Colleague,

I am happy to share some exciting news about the future of our company. Today Tronox announced that it has reached a definitive agreement to acquire Cristal's TiO<sub>2</sub> business. The combination of our two global enterprises will create the world's largest TiO<sub>2</sub> pigment company. As a united company we will continue to operate under the name Tronox.

This acquisition is expected to increase our ability to provide great products at the best prices throughout the world. We will grow faster as a combined entity and increase our ability to produce profit by becoming more efficient and participating in more product and geographic markets. It provides us expanded market reach and manufacturing footholds in new regions such as Brazil, the Middle East, and the People's Republic of China.

Tronox also announced that we are commencing a sale process of our Alkali business to raise funds for our purchase of Cristal. The caliber of the Alkali workforce and their commitment to high-quality production are unmatched in the natural soda ash industry. I thank the leadership team and all of our Alkali colleagues for their contributions to Tronox.

In the weeks and months ahead, integration teams will be working to ensure that when the Cristal transaction closes, we are ready to operate as one company, serving customers around the globe. The company will be providing updates on this work throughout this period.

I know that change of this nature raises many questions. We will do our best to address your questions, but please keep in mind that we are the beginning of the journey, and the majority of the integration work, and the answers for many of your questions, are yet to come.

I will be hosting a conference call for investors and analysts this morning (February 21) at 8:30 a.m., New York time. If you are unable to listen to the call live, a link to the playback recording and transcript will be available on Tronet. In addition, a question and answer document and an overview of the Tronox-Cristal combined operations and site locations have been posted on Global Tronet. I encourage you to visit the site to learn more about this news.

Thank you for your continued teamwork and support for our company. Working together safely, we are building a brighter future from the ground up.

Warm regards,

Tom

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## Additional Information and Where to Find It

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval. In connection with the Transaction Agreement, by and between Tronox Limited (the “Company”), The National Titanium Dioxide Company (“Cristal”) and Cristal Inorganic Chemicals Netherlands Coöperatief W.A. (the “Transaction”), the Company intends to file relevant materials with the U.S. Securities and Exchange Commission (“SEC”), including a proxy statement. Investors and Securityholders are urged to read the proxy statement (including all amendments and supplements thereto) and all other relevant documents regarding the proposed Transaction filed with the SEC or sent to shareholders as they become available as they will contain important information about the Transaction. You may obtain a free copy of the proxy statement (if and when it becomes available) and other relevant documents filed by the Company with the SEC at the SEC’s website at [www.sec.gov](http://www.sec.gov). Copies of documents filed by the Company with the SEC will be available free of charge on the Company’s website at [www.tronox.com](http://www.tronox.com) or by contacting the Company’s Investor Relations at +1.203.705.3722.

## Certain Information Regarding Participants

The Company, Cristal and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the Transaction. You can find information about the Company’s directors and executive officers in the Company’s definitive annual proxy statement filed with the SEC on April 8, 2016. Additional information regarding the interests of such potential participants will be included in the proxy statement regarding the Transaction and other relevant documents filed with the SEC.

## Forward-Looking Statements

Statements in this release that are not historical are forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements are based upon management’s current beliefs and expectations and are subject to uncertainty and changes in circumstances and contain words such as “believe,” “intended,” “expect,” and “anticipate,” and include statements about expectations for future results.

The forward-looking statements involve risks that may affect the company’s operations, markets, products, services, prices and other risk factors discussed in the Company’s filings with the SEC, including those under the heading entitled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2015 and our Quarterly Report on Form 10-Q for the period ended March 31, 2016. Significant risks and uncertainties may relate to, but are not limited to, the risk that the Transaction will not close, including by failure to obtain shareholder approval, failure to obtain any necessary financing or the failure to satisfy other closing conditions under the Transaction Agreement or by the termination of the Transaction Agreement; failure to plan and manage the Transaction effectively and efficiently; the risk that a regulatory approval that may be required for the Transaction is delayed, is not obtained or is obtained subject to conditions that are not anticipated; the risk that expected synergies will not be realized or will not be realized within the expected time period; unanticipated increases in financing and other costs, including a rise in interest rates; reduced access to unrestricted cash; compliance with our bank facility covenants; the price of our shares; general market conditions; our customers potentially reducing their demand for our products; more competitive pricing from our competitors or increased supply from our competitors; operating efficiencies and other benefits expected from the Transaction. Neither the Company’s investors and securityholders nor any other person should place undue reliance on these forward-looking statements. Unless otherwise required by applicable laws, the Company undertakes no obligations to update or revise any forward-looking statements, whether as a result of new information or future developments.

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