
**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 9, 2019 (May 9, 2019)

TRONOX HOLDINGS PLC

(Exact Name of Registrant as Specified in Its Charter)

England and Wales
(State or Other Jurisdiction
of Incorporation)

001-35573
(Commission File Number)

98-1467236
(IRS Employer
Identification No.)

**263 Tresser Boulevard, Suite 1100
Stamford, Connecticut 06901**

**25 Bury Street, 3rd Floor
London SW1Y 2AL, England**

(Address of Principal Executive Offices) (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Ordinary shares, par value \$0.01 per share	TROX	NYSE

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

In connection with the repurchase on May 9, 2019 by Tronox Holdings plc (the “Company”) of 14 million ordinary shares held by Exxaro Resources Limited (“Exxaro”), the number of ordinary shares of the Company owned by Exxaro fell below an ownership threshold specified in the Shareholder’s Deed entered into by the Company and Exxaro on March 14, 2019 (the “Shareholder’s Deed”). As the Company set forth in its definitive proxy statement with respect to its Annual General Meeting of Shareholders filed with the Securities and Exchange Commission on April 23, 2019, pursuant to the Shareholder’s Deed, Exxaro loses its right to nominate any director to the Company’s board of directors (the “Board”) when it holds less than 10% of the Company’s outstanding voting shares. Upon completion of the share repurchase, Mr. Mxolisi Mgojo, as the director previously nominated by Exxaro, notified the Company that he resigned from the Board, effective as of May 9, 2019. Mr. Mgojo’s resignation from his position as a director was not the result of any disagreements between Mr. Mgojo and the Company on any matters relating to the Company’s operations, policies or practices. As a result of Mr. Mgojo’s resignation, the size of the Board has been reduced from twelve to eleven members and Mr. Mgojo will no longer be standing for election at the Company’s 2019 Annual General Meeting of Shareholders.

Item 8.01. Other Events.

On May 9, 2019, the Company issued a press release announcing the repurchase by the Company of 14 million ordinary shares held by Exxaro for an aggregate purchase price of approximately \$200 million, or \$14.32 per share. A copy of the press release is filed as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release of Tronox Holdings plc, dated May 9, 2019.

Tronox Announces Repurchase of 14 Million Shares of its Common Stock from Exxaro

STAMFORD, Conn., May 9, 2019 – Tronox Holdings plc (NYSE:TROX) (“Tronox” or the “Company”), the world’s largest vertically integrated producer of titanium dioxide pigment, today announced the repurchase of 14 million shares of its common stock from Exxaro Resources Limited (“Exxaro”) for an aggregate purchase price of approximately \$200 million or \$14.32 per share. The purchase price per share represented a five percent discount to the 10-day volume weighted average price as of the day that Exxaro exercised its right to sell the shares, as agreed in the Mineral Sands Transaction Completion Agreement (the “Completion Agreement”) announced in November 2018. Exxaro announced its intention to divest its ownership interest in Tronox in 2017, and it intends to continue the orderly sell down of its ownership in accordance with the terms of the Completion Agreement. Following the transaction, Exxaro will own approximately 14.7 million shares representing 9.9 percent of Tronox’s outstanding equity. Tronox’s ability to buy these shares was enabled by its re-domiciliation from Australia to the United Kingdom on March 27, 2019. The Company funded the share repurchase by using a portion of the approximately \$700 million in proceeds it received on May 1, 2019, from the divestiture of Cristal’s North American titanium dioxide business to INEOS Enterprises, a division of INEOS (“INEOS”).

“The repurchase of shares from Exxaro is a value-creating use of a portion of the proceeds from the INEOS transaction and represents an excellent investment,” said Jeffrey N. Quinn, chairman and chief executive officer of Tronox. “We are pleased to be able to allocate capital for share repurchases as we embark on integrating Cristal to achieve substantial synergies, thereby creating long-term, sustainable value for our shareholders.”

Due to the share repurchase transaction, Exxaro’s ownership interest in Tronox has fallen below 10 percent and pursuant to the terms of the Exxaro Shareholders Agreement, Mxolisi Mgojo, chairman and chief executive officer of Exxaro, who was Exxaro’s sole remaining nominee on the Tronox Board of Directors, will resign from the Company’s Board with immediate effect. “The entire Board and management has benefited from Mxolisi’s excellent business acumen and judgment, as well as his insights into how to successfully operate in South Africa,” added Quinn. “It has been a privilege to work alongside Mxolisi for so many years.”

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About Tronox

Tronox Holding plc is one of the world’s leading producers of high-quality titanium products, including titanium dioxide pigment, specialty-grade titanium dioxide products and high-purity titanium chemicals; and zircon. We mine titanium-bearing mineral sands and operate upgrading facilities that produce high-grade titanium feedstock materials, pig iron and other minerals. With nearly 7,000 employees across six continents, our rich diversity, unmatched vertical integration model, and unparalleled operational and technical expertise across the value chain, position Tronox as the preeminent titanium dioxide producer in the world. For more information about how our products add brightness and durability to paints, plastics, paper and other everyday products, visit Tronox.com.
