

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

TRONOX HOLDINGS PLC

(Name of Issuer)

Ordinary Shares
(Title of Class of Securities)

G9087Q 102
(CUSIP Number)

**Saret van Loggerenberg
Exxaro Resources Limited
Roger Dyason Road
Pretoria West 0183
Pretoria, South Africa
+27 12 307 4384**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 9, 2019
(Date of Event which Requires Filing of this Statement)

Copy to:

**N. Nell Scott
Orrick, Herrington & Sutcliffe (UK) LLP
107 Cheapside
London EC2V 6DN
England
+44 20 7862 4600**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e) or 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page will be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this "cover page" shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1.	Name of Reporting Person: Exxaro Resources Limited	
2.	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC use only:	
4.	Source of funds (See instructions): WC	
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
6.	Citizenship or place of organization: Republic of South Africa	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power: 14,729,280
	8.	Shared Voting Power: -0-
	9.	Sole Dispositive Power: 14,729,280
	10.	Shared Dispositive Power: -0-
11.	Aggregate Amount Beneficially Owned by Each Reporting Person: 14,729,280	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11): 9.9%*	
14.	Type of Reporting Person (See Instructions): CO	

* The percentage is based on 149,318,462 outstanding Ordinary Shares of Tronox Holdings plc, after the cancellation of the shares repurchased by Tronox Holdings plc, as reported in Tronox Holdings plc's Form 10-Q filed with the Securities and Exchange Commission on May 10, 2019.

Item 1. Security and Issuer

This amendment no. 1 (this “Amendment”) to the statement on Schedule 13D (as amended by this Amendment, this “Schedule 13D”) relates to the ordinary shares, par value USD 0.01 per share (the “Ordinary Shares”) of Tronox Holdings plc, a company incorporated in England and Wales. The registered office of Tronox Holdings plc is 3rd Floor, 25 Bury Street, London SW1Y 2AL, and its business phone number is +1 (203) 705-3800.

Exxaro Resources Limited (“Exxaro”) owns 14,729,280 Ordinary Shares, which represents approximately 9.9% of Tronox Holdings plc’s outstanding voting securities, based on the outstanding Ordinary Shares reported in Tronox Holdings plc’s Form 10-Q filed with the Securities and Exchange Commission on May 10, 2019.

Item 2.**EXECUTIVE OFFICERS AND DIRECTORS OF EXXARO RESOURCES LIMITED**

(a), (c) and (f) The following information sets forth the name, citizenship and present principal occupation of each Exxaro executive officer and director.

EXXARO EXECUTIVE OFFICERS

<u>Name</u>	<u>Citizenship</u>	<u>Present Principal Occupation</u>
Mxolisi Donald Mbuyisa Mgojo	South Africa	Director and CEO
Riaan Koppeschaar	South Africa	Finance Director
Mzila Mthenjane	South Africa	Executive Head: Stakeholder Affairs
Vanisha Balgobind	South Africa	Executive Head: Human Resources
Mongezi Veti	South Africa	Executive Head: Sustainability
Johan Gerhard Meyer	South Africa	Executive Head: Projects and Technology
Antonie Willem Diedericks	South Africa	Executive Head: Business Development
Nombasa Tsengwa	South Africa	Executive Head: Coal Operations

EXXARO DIRECTORS

<u>Name</u>	<u>Citizenship</u>	<u>Present Principal Occupation</u>
Mxolisi Donald Mbuyisa Mgojo	South Africa	CEO of Exxaro
Riaan Koppeschaar	South Africa	Finance Director of Exxaro

Vincent Zwelibanzi Mntambo	South Africa	Non-Executive Director, Exxaro; Chairperson, Main Street 333 (Pty) Limited; Chairperson, Xalam Performance; Director, SA Tourism (Pty) Ltd
Jeffrey van Rooyen	South Africa	Chairperson, Exxaro; Chief Executive Officer, Uranus Investment Holdings; Director, MTN Group Ltd. and Pick n Pay Holdings Limited
Vuyisa Nkonyeni	South Africa	Non-Executive Director, Exxaro; Director, Emira Property Fund Limited and Idwala Industrial Holdings (Pty) Ltd
Monhla Wilma Hlahla	South Africa	Non-Executive Director, Exxaro; Chairperson, Royal Bafokeng Holdings (Pty) Limited; Director, Liberty Holdings Limited and Stanlib Limited
Erasmus Jacobus Myburgh	South Africa	Non-Executive Director, Exxaro; Business consultant, Hindsight Financial and Commercial Solutions (Pty) Ltd; Director, The Heartlines Centre NPC
Petrus Casparus Christiaan Hendrik Snyders	South Africa	Non-Executive Director, Exxaro
Likhapha Mbatha	South Africa	Director, Exxaro; Managing Director, National Movement of Rural Women; Director, Eyesizwe-RF (Pty) Ltd, Zalumnotho Empowerment Brokers (Pty) Ltd, Nozala Investments (Pty) Ltd, Dreamvision Investments 15 RF (Pty) and Main Street 333 (Pty) Ltd
Anu Sing	South Africa	Non-Executive Director, Exxaro; Director, MTN South Sudan and MTN Guinea Bissau; Director, The Development Bank of South Africa
Daphne Mashile-Nkosi	South Africa	Director, Exxaro; Director, Temoso Telecommunications (Pty) Ltd, Eyesizwe Mining, Interfile, Kalahari Resources, Temoso Holdings and Traxys Africa (Pty) Ltd; Executive Chairperson, Kalagadi Manganese; Chairperson, Women's Development Bank Trust, Women's Development Bank Investment Holdings (Pty) Ltd and Bakhazi-Banalima (Pty) Ltd
Geraldine Fraser-Moleketi	South Africa	Non-Executive Director, Exxaro; Director, Standard Bank Group and Standard Bank South Africa
Mark Moffett	South Africa	Non-Executive Director, Exxaro; Director, Royal Bafokeng Platinum Limited
Lenamile Isaac Mophatlane	South Africa	Non-Executive Director, Exxaro; Director, Randvest Group and CrossFin Technologies; Chairperson, Bothomed

(b) The business address of each Exxaro executive officer and director is Roger Dyason Road, Pretoria West 0183, South Africa.

(d) During the last five years, none of the Exxaro executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Exxaro executive officers or directors has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Not applicable.

Item 4. Purpose of the Transaction

On May 9, 2019, Tronox Holdings plc repurchased 14 million Ordinary Shares from Exxaro in accordance with the Completion Agreement at a market-based price per share of \$14.32, for an aggregate purchase price of \$200,459,000. Following the transaction and the cancellation of the 14 million shares, Exxaro owns 9.9% of Tronox Holdings plc's outstanding Ordinary Shares. As a consequence of Exxaro's ownership falling below 10%, in accordance with clause 9(c) of the Shareholder's Deed, Exxaro's nominee to the Tronox Holdings plc board of directors (the "Tronox Board"), Exxaro CEO Mxolisi Mgojo, has resigned as a member of the Tronox Board. A press release announcing the transaction, attached hereto as Exhibit 99.1, is incorporated herein in its entirety.

Except as described in this Schedule 13D, Exxaro does not have any current plans or proposals that relate to or would result in any of the events set forth in paragraphs (a) through (j) of Item 4. However, Exxaro reserves the right, at any time and from time to time, to review or reconsider its position and/or change its purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer

(a)-(b)

Exxaro owns 14,729,280 Ordinary Shares, representing approximately 9.9% of Tronox Holdings plc's voting securities based on the outstanding Ordinary Shares reported in Tronox Holdings plc's Form 10-Q filed with the Securities and Exchange Commission on May 10, 2019. Mr. Mgojo owns 44,339 Ordinary Shares, which represents less than 1% of Tronox Holdings plc's outstanding voting securities. To the best of Exxaro's knowledge, none of the other persons identified in Item 2 of this Schedule 13D, is, or may be deemed to be, the beneficial owner of any Tronox Holdings plc securities.

Neither the filing of this Schedule 13D nor any of its contents will be deemed to constitute an admission that Exxaro is the beneficial owner of any Tronox Holdings plc securities (other than as described in this Item 5) for the purposes of Section 13(d) of the Act, or for any other purposes, and any such beneficial ownership is expressly disclaimed.

(c) Except as described in this Schedule 13D, to the best of Exxaro's knowledge, none of the other persons identified in Item 2 of this Schedule 13D has engaged in any transactions in Tronox Holdings plc securities during the past 60 days.

(d) To the best of Exxaro's knowledge, no person other than Exxaro, Computershare and GTU Ops Inc. has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Ordinary Shares owned by Exxaro, and Computershare and GTU Ops Inc. have disclaimed any such rights or entitlements as set forth in the Depositary Agreement.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

On April 10, 2019, Tronox Holdings plc completed its acquisition of the titanium dioxide business of National Titanium Dioxide Co. Ltd ("Cristal") and entered into a Shareholders' Agreement (the "Cristal Shareholders' Agreement"; filed as Exhibit 4.1 to Tronox Holdings plc's Form 8-K of April 11, 2019) with several Cristal shareholders party thereto (the "Cristal Shareholders"). Pursuant to the Cristal Shareholders' Agreement, the Cristal Shareholders have the right to designate directors for nomination to the Tronox Board. Exxaro has agreed in the Shareholder's Deed to vote as necessary to ensure that the director candidates nominated by the Cristal Shareholders become directors of Tronox Holdings plc. The Cristal Shareholders' Agreement contains a reciprocal provision to support Exxaro's director nomination rights in the Shareholder's Deed. However, Exxaro does not thereby admit, for the purposes of Sections 13(d) or 13(g) of the Act, the formation of a Section 13(d) Group with any of the Cristal Shareholders.

In addition to the matters disclosed in this Schedule 13D, Exxaro may, from time to time, formulate other plans or proposals regarding Tronox Holdings plc or its securities in support of Exxaro's intention to monetize the Tronox Holdings plc Ordinary Shares owned by Exxaro to the extent deemed advisable in light of market conditions, subsequent developments affecting Tronox Holdings plc, the general business and future prospects of Tronox Holdings plc or other factors, or enter into and unwind cash settled equity swap or other similar derivative transactions with respect to the securities of Tronox Holdings plc, which transactions may be significant in amount. These arrangements do not and will not give Exxaro voting or investment control over the securities of Tronox Holdings plc to which these transactions relate and, accordingly, Exxaro disclaims beneficial ownership of any such securities.

Except as otherwise disclosed in this Schedule 13D, Exxaro and, to the best of its knowledge, the persons identified in Item 2 of this Schedule 13D, have not entered into any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any Tronox Holdings plc securities, including, but not limited to, transfer or voting of any securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

99.1 Press release of Exxaro Resources Limited, dated May 9, 2019.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement on Schedule 13D is true, complete and correct and that such Statement, is true, complete and correct.

Dated: May 10, 2019

EXXARO RESOURCES LIMITED

By: /s/ Saret van Loggerenberg

Name: Saret van Loggerenberg

Title: Group Company Secretary & Legal

EXXARO RESOURCES LIMITED

(Incorporated in the Republic of South Africa)

(Registration Number: 2000/011076/06)

JSE share code: EXX

ISIN: ZAE0000849921

ADR code: EXXAY

(“Exxaro” or “the Company”)

Voluntary announcement regarding Tronox’s repurchase of 14.0 million of Exxaro’s Tronox shares

Further to Exxaro’s announcement on 27 November 2018 regarding its stake in New York Stock Exchange listed Tronox Holdings plc (formerly Tronox Limited) (“Tronox”), shareholders are referred to a Tronox press release dated 9 May 2019. Exxaro confirms that Tronox has repurchased 14.0 million of the Tronox shares owned by Exxaro at a market-related price of US\$14.32 per share, for a total consideration of approximately US\$200 million in cash (or approximately ZAR2.9bn on 9 May 2019). The purchase price per share was based upon a 5% discount to the 10-day volume weighted average price as of the day that Exxaro exercised its sale notice to Tronox, determined in accordance with the terms of the Mineral Sands Transaction Completion Agreement announced on 26 November 2018. Consequently, Exxaro’s holding in Tronox has been reduced to approximately 14.7 million shares, representing 9.9% of Tronox’s total outstanding shares. Tronox’s repurchase of such shares was approved at the Exxaro General Meeting of shareholders on 24 May 2018.

The proposed transaction and potential subsequent disposals are in line with Exxaro’s stated strategy to monetise its stake over time in Tronox in the best possible manner taking into account prevailing market conditions. The funds from the proposed disposal of Tronox shares will be used to focus on core activities, fund capital commitments, repay debt and make distributions to shareholders in accordance with Exxaro’s capital allocation framework.

As a consequence of Exxaro’s ownership falling below 10%, in accordance with Exxaro’s shareholder agreement with Tronox, Exxaro’s nominee to the Tronox board, Exxaro CEO Mxolisi Mgojo, has resigned from the Tronox board.

Pretoria

9 May 2019

Financial adviser to Exxaro

J.P. Morgan

Legal advisers to Exxaro

Orrick, Herrington & Sutcliffe (UK) LLP

Norton Rose Fulbright South Africa Incorporated

Sponsor to Exxaro

Absa Corporate and Investment bank, a division of Absa Bank Limited