

TRONOX INC

Form 4

August 31, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cetus Capital, LLC

(Last) (First) (Middle)

8 SOUND SHORE DRIVE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TRONOX INC [TRXBQ]

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

Member of 10% owner group

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	08/25/2010		S		25,000	D \$ 0.27	414,000 D <u>(1)</u> <u>(2)</u>
Class A Common Stock	08/26/2010		S		50,000	D \$ 0.267	364,000 D <u>(1)</u> <u>(2)</u>
Class A Common Stock	08/27/2010		S		5,000	D \$ 0.28	359,000 D <u>(1)</u> <u>(2)</u>
Class B Common	08/25/2010		S		76,500	D \$ 0.2784	60,972 D <u>(1)</u> <u>(2)</u>

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Stock

Class B

Common 08/26/2010 S 28,500 D \$ 0.2669 32,472 D (1) (2)
 Stock

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

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SEC 1474
(9-02)

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 Beneficially Owned Following Report 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

Cetus Capital, LLC
 8 SOUND SHORE DRIVE
 GREENWICH, CT 06830

Member of 10% owner group

LITTLEJOHN ASSOCIATES III, L.L.C.
 8 SOUND SHORE DRIVE
 GREENWICH, CT 06830

X

Littlejohn Fund III L P
 8 SOUND SHORE DRIVE
 GREENWICH, CT 06830

X

Signatures

/s/ Michael I. Klein, manager of Littlejohn Associates III, L.L.C., the general partner of
 Littlejohn Fund III, L.P., sole member of Cetus Capital, LLC, on behalf of Cetus Capital, LLC

08/31/2010

____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 reporting persons are Cetus Capital, LLC ("Cetus"), Littlejohn Fund III, L.P. ("Fund III"), and Littlejohn Associates III, L.L.C. ("Associates III" and together with Cetus and Fund III, the "Reporting Persons"). The securities identified in this report are owned by

- (1) Cetus. Fund III, as the sole member of Cetus, and Associates III, the general partner of Fund III, may each be deemed to be the indirect beneficial owner of these securities. Each of Fund III and Associates III disclaim any beneficial ownership of these securities, and this report shall not be deemed an admission that either of Fund III or Associates III is the beneficial owner of the securities for purpose of Section 16 or for any other purpose.

Except as described in that certain Schedule 13D filed with the Securities and Exchange Commission on August 19, 2010 by the

- (2) Reporting Persons, the Reporting Persons expressly disclaim that they have agreed to act as a "group" and disclaim any membership in any "group."

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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