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TRONOX INC
Form SC 13D/A
March 13, 2009

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

SCHEDULE 13D
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 2) *

Tronox Incorporated

(Name of Issuer)

Class B Common Stock, par value \$0.01 per share

(Title of Class of Securities)

897051207

(CUSIP Number)

Mr. Robert L. Rosen
RLR Capital Partners, LP
152 West 57th Street, 21st Floor
New York, NY 10019
(212) 903-2700

With a copy to:

Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

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

March 11, 2009

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7 for other parties

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to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 5 pages)

 * The remainder of this cover page shall 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 to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("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).

 CUSIP NO. 897051207 SCHEDULE 13D/A PAGE 2 OF 5 PAGES

 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 RLR Capital Partners, LP

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) []
 Not Applicable

 3 SEC USE ONLY

 4 SOURCE OF FUNDS*
 AF

 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e) []

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

 7 SOLE VOTING POWER

-0-

 NUMBER OF 8 SHARED VOTING POWER
 SHARES
 BENEFICIALLY 50,699
 OWNED BY

 EACH 9 SOLE DISPOSITIVE POWER
 REPORTING

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PERSON WITH

-0-

10 SHARED DISPOSITIVE POWER
50,699

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
50,699

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.2%

14 TYPE OF REPORTING PERSON*
IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 897051207 SCHEDULE 13D/A PAGE 3 OF 5 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Robert L. Rosen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
Not Applicable

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

7 SOLE VOTING POWER

-0-

NUMBER OF SHARES BENEFICIALLY 8 SHARED VOTING POWER
50,699

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OWNED BY -----
EACH 9 SOLE DISPOSITIVE POWER
REPORTING
PERSON WITH -0-

10 SHARED DISPOSITIVE POWER
50,699

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
50,699

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.2%

14 TYPE OF REPORTING PERSON*
IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1. SECURITY AND ISSUER

This Amendment No.2 is filed with respect to the shares of the common stock, par value \$0.01 per share (the "Class B Shares"), of Tronox Incorporated (the "Issuer"), beneficially owned by the Reporting Persons (as defined in the Schedule 13D filed with the Securities and Exchange Commission on November 8, 2007, as heretofore amended (the "Schedule 13D")) as of March 12, 2009 and amends and supplements the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified. This Amendment No. 2 also constitutes an "exit filing" for the Reporting Persons, who do not intend to file any further updates or amendments to the Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended and supplemented to include the following penultimate paragraph:

On March 11, 2009, the Reporting Persons distributed 1,334,626 Class B Shares to the Fund's outside investors.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is hereby amended and restated in its entirety as follows:

(a) The Reporting Persons beneficially own 50,699 Class B Shares, constituting approximately 0.2% of the Class B Shares outstanding.

The aggregate percentage of Class B Shares beneficially owned by the

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Reporting Persons is based upon 22,889,431 Class B Shares outstanding, which is the total number of Class B Shares outstanding as of October 31, 2008 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 7, 2008.

(b) RLR Capital Partners, LP, RLR Capital Partners GP, LLC and Mr. Rosen share power to vote and direct the disposition of all of the Class B Shares held by the Fund. Thus, as of March 11, 2009, the Reporting Persons may be deemed to beneficially own 50,699 Class B Shares, or 0.2% of the Class B Shares deemed issued and outstanding as of that date.

(c) No transactions have been effected by the Reporting Persons in the past sixty (60) days.

(d) No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Class B Shares.

(e) March 11, 2009.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 13, 2009

/s/ Robert L. Rosen

Robert L. Rosen, in his capacity as the managing member of RLR Capital Partners GP, LLC, the sole general partner of RLR Capital Partners, LP

/s/ Robert L. Rosen

Robert L. Rosen