

TRONOX INC
Form SC 13G
February 26, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)

TRONOX INCORPORATED

(Name of Issuer)

Class B Common Stock, \$0.01 par value

(Title of Class of Securities)

897051108

(CUSIP Number)

January 16, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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 the disclosures provided in a prior cover page.

The information required in 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).

1 NAMES OF REPORTING PERSONS

Cheever Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 0

6 SHARED VOTING POWER

SHARES

BENEFICIALLY

OWNED BY 1,186,509 (1)

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

1,186,509 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,186,509 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2%

12 TYPE OF REPORTING PERSON

OO

- (1) As of the date of this Schedule 13G, the Reporting Persons also own 630,000 shares of the Class A Common Stock of the Issuer. All shares are held of record by Cheever Partners, LLC of which Charles E. Cheever, III is the sole member. The Class B Common Stock has six votes per share in connection with the election of directors and all other matters submitted to a vote of stockholders.

1 NAMES OF REPORTING PERSONS

Charles E. Cheever, III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 0

6 SHARED VOTING POWER

SHARES

BENEFICIALLY

OWNED BY 1,186,509 (1)

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER

1,186,509 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,186,509 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2%

12 TYPE OF REPORTING PERSON

IN

- (1) As of the date of this Schedule 13G, the Reporting Persons also own 630,000 shares of the Class A Common Stock of the Issuer. All shares are held of record by Cheever Partners, LLC of which Charles E. Cheever, III is the sole member. The Class B Common Stock has six votes per share in connection with the election of directors and all other matters submitted to a vote of stockholders.

SCHEDULE 13G

- Item 1 (a) Name of Issuer:
Tronox Incorporated
- Item 1 (b) Address of Issuer's Principal Executive Offices:
One Leadership Square, Suite 300

211 N. Robinson Ave.

Oklahoma City, Oklahoma 73102
- Item 2 (a) Name of Person Filing:
(i) Cheever Partners, LLC

(ii) Charles E. Cheever, III

(collectively, the Reporting Persons and each a Reporting Person)
- Item 2 (b) Address of Principal Business Office or, if none, Residence:
Each of the Reporting Persons has a business address at 65 Comstock Hill Avenue, Norwalk, CT 06850.
- Item 2 (c) Citizenship:
(i) Cheever Partners, LLC - Delaware

(ii) Charles Cheever - USA
- Item 2 (d) Title of Class of Securities:
Class B Common Stock, \$0.01 par value
- Item 2 (e) CUSIP Number:
897051108
- Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
 - (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) .. An investment adviser in accordance with §240-13d-1(b)(1)(ii)(E);
 - (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
 - (h) .. A saving associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) .. A church plan that is excluded from the definition of investment company under Section 3(c)(25) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) .. A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
 - (k) .. Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

- (i) Cheever Partners, LLC (1)
 - (a) Amount Beneficially Owned:
1,186,509(1)
 - (b) Percent of Class:
5.2% (2)
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or to direct the vote:
1,186,509(1)
 - (iii) Sole power to dispose or to direct the disposition of:
0
 - (iv) Shared power to dispose or to direct the disposition of:
1,186,509(1)
- (ii) Charles E Cheever, III (1)
 - (a) Amount Beneficially Owned:
1,186,509(1)
 - (b) Percent of Class:
5.2% (2)
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or to direct the vote:
1,186,509(1)
 - (iii) Sole power to dispose or to direct the disposition of:
0
 - (iv) Shared power to dispose or to direct the disposition of:
1,186,509(1)

- (1) Charles E. Cheever, III is the sole member of Cheever Partners, LLC. As of the date of this Schedule 13G, the Reporting Persons also own 630,000 shares of the Class A Common Stock of the Issuer. All shares are held of record by Cheever Partners, LLC of which Charles E. Cheever, III is the sole member. The Class B Common Stock has six votes per share in connection with the election of directors and all other matters submitted to a vote of stockholders.
- (2) The percentage of beneficial ownership is based on 22,889,431 shares of Class B Common Stock outstanding as of October 31, 2008 as set forth in the Issuer's 10-Q filed on November 7, 2008 with the Securities and Exchange Commission.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

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Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

Dated as of February 25, 2009

CHEEVER PARTNERS, LLC

By: /s/ Charles E. Cheever, III

Name: Charles E. Cheever, III

Title: Managing Member

/s/ Charles E. Cheever, III

Charles E. Cheever, III

EXHIBIT A

Agreement of Joint Filing

Pursuant to 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby confirm the agreement by and among them to join in the filing on behalf of each of them of a Statement on Schedule 13G and any and all amendments thereto, and that Agreement be included as an Exhibit to such filing.

This Agreement may be executed in any number of counterparts each of which shall be deemed to be an original and all of which together shall be deemed to constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

Dated as of February 25, 2009

CHEEVER PARTNERS, LLC

By: /s/ Charles E. Cheever, III
Name: Charles E. Cheever, III
Title: Managing Member

/s/ Charles E. Cheever, III
Charles E. Cheever, III