

TRONOX INC
Form SC 13G
September 19, 2008

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

Under the Securities Exchange Act of 1934

SCHEDULE 13G

**INFORMATION STATEMENTS PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

| |
|---|
| TRONOX INCORPORATED |
| (Name of Issuer) |
| Class B Common Stock, \$0.01 par value |
| (Title of Class of Securities) |
| 897051108 |
| (CUSIP Number) |
| August 26, 2008 |
| (Date of Event Which Requires Filing of this Statement) |

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

| CUSIP No. 129915203 | | SCHEDULE 13G | | Page 2 of 11 Pages | |
|--|--|---------------------------------------|--|--------------------|--|
| 1 | NAME OF REPORTING PERSON LaGrange Capital Partners, L.P. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 13-4106878 | | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;">(a) <input type="radio"/></div> <div style="text-align: right;">(b) <input checked="" type="radio"/></div> | | | | |
| 3 | SEC USE ONLY | | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | | | | |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 989,725 | | | |
| | 6 | SHARED VOTING POWER 0 | | | |
| | 7 | SOLE DISPOSITIVE POWER 989,725 | | | |
| | 8 | SHARED DISPOSITIVE POWER 0 | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 989,725 | | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <div style="text-align: right;">0</div> | | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.3% | | | | |
| 12 | TYPE OF REPORTING PERSON PN | | | | |

| CUSIP No. 129915203 | | SCHEDULE 13G | | Page 3 of 11 Pages | |
|---------------------|--|--------------|---------------------------------------|--------------------|--|
| 1 | NAME OF REPORTING PERSON LaGrange Capital Partners Offshore Fund, Ltd. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 20-4630745 | | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <p style="text-align: right;">(a) <input type="radio"/></p> <p style="text-align: right;">(b) <input checked="" type="radio"/></p> | | | | |
| 3 | SEC USE ONLY | | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands | | | | |
| | NUMBER OF SHARES BENEFICIALLY | 5 | SOLE VOTING POWER 274,910 | | |
| | OWNED BY EACH REPORTING | 6 | SHARED VOTING POWER 0 | | |
| | PERSON WITH | 7 | SOLE DISPOSITIVE POWER 274,910 | | |
| | | 8 | SHARED DISPOSITIVE POWER 0 | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 274,910 | | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <p style="text-align: right;">o</p> | | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.2% | | | | |
| 12 | TYPE OF REPORTING PERSON* CO | | | | |

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|-----------|--|--------------|---|-----------------------|
| 129915203 | | SCHEDULE 13G | | Page 4 of 11 Pages |
| 1 | NAME OF REPORTING PERSON LaGrange Capital Administration, L.L.C. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 73-1713931 | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input checked="" type="radio"/> (b) | | | |
| 3 | SEC USE ONLY | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION USA | | | |
| | NUMBER OF SHARES BENEFICIALLY | 5 | SOLE VOTING POWER 1,264,635 | |
| | OWNED BY EACH REPORTING | 6 | SHARED VOTING POWER 0 | |
| | PERSON WITH | 7 | SOLE DISPOSITIVE POWER 1,264,635 | |
| | | 8 | SHARED DISPOSITIVE POWER 0 | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,264,635 | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/> | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.5% | | | |
| 12 | TYPE OF REPORTING PERSON* IA | | | |

| | | | | |
|-----------|---|--------------|---|-----------------------|
| 129915203 | | SCHEDULE 13G | | Page 5 of 11 Pages |
| 1 | NAME OF REPORTING PERSON Frank LaGrange Johnson S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) o <input checked="" type="radio"/> (b) x | | | |
| 3 | SEC USE ONLY | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION USA | | | |
| | NUMBER OF SHARES BENEFICIALLY | 5 | SOLE VOTING POWER 1,264,635 | |
| | OWNED BY EACH REPORTING | 6 | SHARED VOTING POWER 0 | |
| | PERSON WITH | 7 | SOLE DISPOSITIVE POWER 1,264,635 | |
| | | 8 | SHARED DISPOSITIVE POWER 0 | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,264,635 | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/> o | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.5% | | | |
| 12 | TYPE OF REPORTING PERSON* IN | | | |

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 Persons Filing:

- (i) LaGrange Capital Partners, L.P.
- (ii) LaGrange Capital Partners Offshore Fund, Ltd.
- (iii) LaGrange Capital Administration, L.L.C.
- (iv) Frank LaGrange Johnson

(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 570 Lexington Avenue, 27th Floor, New York, New York 10022.

Item 2(c).

Citizenship:

- (i) LaGrange Capital Partners, L.P. Delaware
- (ii) LaGrange Capital Partners Offshore Fund, Ltd. Cayman Islands
- (iii) LaGrange Capital Administration, L.L.C. Delaware
- (iv) Frank LaGrange Johnson 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 ss.ss. 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)o Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C 78c)
- (d)o Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e)o Investment Adviser in accordance with ss. 240-13d-1(b) (1) (ii) (E)
- (f)o Employee benefit plan or endowment fund in accordance with ss. 240.13d-1 (b) (1) (ii) (F)
- (g)o Parent Holding Company or control person in accordance with ss.240.13d-1 (b) (ii) (G)
- (h)o Saving Association as defined in ss.3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i)o Church plan that is excluded from the definition of investment company under ss.3 (c) (25) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j)o Group, in accordance with ss.240.13d-1 (b) (ii) (J).

Item 4.

Ownership.

- (i) LaGrange Capital Partners, L.P. (1)
 - (a) Amount Beneficially Owned: 989,725
 - (b) Percent of Class: 4.3% (2)
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 989,725
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 989,725
 - (iv) Shared power to dispose or to direct the disposition of: 0

(1) The general partner of LaGrange Capital Partners, L.P. is LaGrange Capital Management, L.L.C., a limited liability company organized under the laws of Delaware. Frank LaGrange Johnson is the sole member of LaGrange Capital Management, L.L.C.

(2) Percentages are based on 22,889,431 shares of Class B Common Stock outstanding as of July 31, 2008 (as set forth on the Issuer's Form 10-Q, filed on August 11, 2008 with the Securities and Exchange Commission).

- (ii) LaGrange Capital Partners Offshore Fund, Ltd. (3)
- (a) Amount beneficially owned: 274,910
 - (b) Percent of class: 1.2% (4)
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 274,910
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 274,910
 - (iv) Shared power to dispose or to direct the disposition of: 0

(3) The investment manager of LaGrange Capital Partners Offshore Fund, Ltd. is LaGrange Capital Administration, L.L.C., a limited liability company organized under the laws of Delaware. Frank LaGrange Johnson is the sole member of LaGrange Capital Administration, L.L.C.

(4) Percentages are based on 22,889,431 shares of Class B Common Stock outstanding as of July 31, 2008 (as set forth on the Issuer's Form 10-Q, filed on August 11, 2008 with the Securities and Exchange Commission).

- (iii) LaGrange Capital Administration, L.L.C. (5)
- (a) Amount beneficially owned: 1,264,635
 - (b) Percent of class: 5.5% (6)
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 1,264,635
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 1,264,635
 - (iv) Shared power to dispose or to direct the disposition of: 0

(5) Frank LaGrange Johnson is the sole member of LaGrange Capital Administration, L.L.C.

(6) Percentages are based on 22,889,431 shares of Class B Common Stock outstanding as of July 31, 2008 (as set forth on the Issuer's Form 10-Q, filed on August 11, 2008 with the Securities and Exchange Commission).

- (iv) Frank LaGrange Johnson
 - (a) Amount beneficially owned: 1,264,635
 - (b) Percent of class: 5.5% (7)
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 1,264,635
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 1,264,635
 - (iv) Shared power to dispose or to direct the disposition of: 0

(7) Percentages are based on 22,889,431 shares of Class B Common Stock outstanding as of July 31, 2008 (as set forth on the Issuer's Form 10-Q, filed on August 11, 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.**

Not applicable.

**Item 7. Identification
and
Classification
of the
Subsidiary
Which
Acquired the
Security Being
Reported on
By the Parent
Holding
Company.**

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of a Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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 such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my 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 September 19, 2008 | |
| | LaGrange Capital Partners, L.P. |
| | By: LaGrange Capital Management, L.L.C., its General Partner |
| | By: <u>/s/ Frank LaGrange Johnson</u> Frank LaGrange Johnson, its sole Member |
| Dated as of September 19, 2008 | |
| | LaGrange Capital Partners Offshore Fund, Ltd. |
| | By: LaGrange Capital Administration, L.L.C., its Investment Manager |
| | By: <u>/s/ Frank LaGrange Johnson</u> Frank LaGrange Johnson, its sole Member |
| Dated as of September 19, 2008 | |
| | LaGrange Capital Administration, L.L.C. |
| | By: <u>/s/ Frank LaGrange Johnson</u> Frank LaGrange Johnson, its sole Member |
| Dated as of September 19, 2008 | |
| | By: <u>/s/ Frank LaGrange Johnson</u> Frank LaGrange Johnson, its sole Member |

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.

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| Dated as of September 19, 2008 | |
| | LaGrange Capital Partners, L.P. |
| | By: LaGrange Capital Management, L.L.C., its General Partner |
| | By: <u>/s/ Frank LaGrange Johnson</u> Frank LaGrange Johnson, its sole Member |
| | |
| Dated as of September 19, 2008 | |
| | LaGrange Capital Partners Offshore Fund, Ltd. |
| | By: LaGrange Capital Administration, L.L.C., its Investment Manager |
| | By: <u>/s/ Frank LaGrange Johnson</u> Frank LaGrange Johnson, its sole Member |
| | |
| Dated as of September 19, 2008 | |
| | LaGrange Capital Administration, L.L.C. |
| | By: <u>/s/ Frank LaGrange Johnson</u> Frank LaGrange Johnson, its sole Member |
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| Dated as of September 19, 2008 | |
| | By: <u>/s/ Frank LaGrange Johnson</u> Frank LaGrange Johnson, its sole Member |
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