

Edgar Filing: TRONOX INC - Form SC 13G

TRONOX INC  
Form SC 13G  
February 14, 2006

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

-----  
SCHEDULE 13G

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

TRONOX INCORPORATED  
-----

(Name of Issuer)

Class A Common Stock, \$0.01 par value per share  
-----

(Title of Class of Securities)

897051108  
-----

(CUSIP Number)

December 31, 2005  
-----

(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)

\* 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).

Continued on following pages  
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Exhibit Index: Page 10

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SCHEDULE 13G

CUSIP No.: 897051108

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- .....
- 1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

MAGNETAR FINANCIAL 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

.....	Number of Shares	5.	Sole Voting Power	1,678,400
Beneficially Owned	.....			
by Each Reporting	6.	Shared Voting Power	0	
Person With	.....			
	7.	Sole Dispositive Power	1,678,400	
	.....			
	8.	Shared Dispositive Power	0	

- .....
- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,678,400

- .....
- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

[ ]

- .....
- 11. Percent of Class Represented by Amount in Row (9)

9.6% based on 17,480,000 shares outstanding as of November 28, 2005.

- .....
- 12. Type of Reporting Person:

IA; OO

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CUSIP No.: 897051108

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- .....
- 1. Names of Reporting Persons.

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I.R.S. Identification Nos. of above persons (entities only).

MAGNETAR CAPITAL 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

Number of Shares	5.	Sole Voting Power	0
Beneficially Owned	.....		
by Each Reporting	6.	Shared Voting Power	1,678,400
Person With	.....		
	7.	Sole Dispositive Power	0
	.....		
	8.	Shared Dispositive Power	1,678,400
	.....		

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,678,400

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[ ]

11. Percent of Class Represented by Amount in Row (9)

9.6% based on 17,480,000 shares outstanding as of November 28, 2005.

12. Type of Reporting Person:

HC; OO

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CUSIP No.: 897051108

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

SUPERNOVA MANAGEMENT LLC

2. Check the Appropriate Box if a Member of a Group

(a) [ ]

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(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares	5.	Sole Voting Power	0
Beneficially Owned	.....		
by Each Reporting	6.	Shared Voting Power	1,678,400
Person With	.....		
	7.	Sole Dispositive Power	0
	.....		
	8.	Shared Dispositive Power	1,678,400

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,678,400

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

[ ]

11. Percent of Class Represented by Amount in Row (9)

9.6% based on 17,480,000 shares outstanding as of November 28, 2005.

12. Type of Reporting Person:

HC; OO

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CUSIP No.: 897051108

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

ALEC N. LITOWITZ

2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of Shares	5.	Sole Voting Power	0
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Beneficially Owned	.....		
by Each Reporting	6.	Shared Voting Power	1,678,400
Person With	.....		
	7.	Sole Dispositive Power	0
	.....		
	8.	Shared Dispositive Power	1,678,400
.....			
9.	Aggregate Amount Beneficially Owned by Each Reporting Person		
			1,678,400
.....			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
			[ ]
.....			
11.	Percent of Class Represented by Amount in Row (9)		
			9.6% based on 17,480,000 shares outstanding as of November 28, 2005.
.....			
12.	Type of Reporting Person:		
			HC

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Item 1(a). Name of Issuer:

Tronox Incorporated (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

123 Robert S. Kerr Avenue, Oklahoma City, OK 73102.

Item 2(a). Name of Person Filing

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Magnetar Financial LLC ("Magnetar Financial");
- ii) Magnetar Capital Partners LLC ("Magnetar Capital Partners);
- iii) Supernova Management LLC ("Supernova Management); and
- iv) Alec N. Litowitz ("Mr. Litowitz").

This Statement relates to Shares (as defined herein) held for the account of Magnetar Capital Master Fund Ltd, a Cayman Islands exempted company ("Magnetar Capital Master Fund"). Magnetar Financial is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940, as amended, and serves as investment adviser to Magnetar Capital Assets Fund. In such capacity, Magnetar Financial exercises voting and investment power over the Shares held for the account of Magnetar Capital Master Fund. Magnetar Capital Partners serves as the sole member and parent holding company of Magnetar Financial. Supernova Management is the controlling member of Magnetar Capital Partners. The manager of Supernova Management is Mr. Litowitz.

Item 2(b). Address of Principal Business Office or, if None, Residence

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The address of the principal business office of each of Magnetar Financial, Magnetar Capital Partners, Supernova Management, and Mr. Litowitz is 1603 Orrington Avenue, 13th Floor, Evanston, Illinois 60210.

Item 2(c). Citizenship  
i) Magnetar Financial is a Delaware limited liability company;  
ii) Magnetar Capital Partners is a Delaware limited liability company;  
iii) Supernova Management is a Delaware limited liability company; and  
iv) Mr. Litowitz is a citizen of the United States of America.

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Item 2(d). Title of Class of Securities:  
Class A Common Stock, \$0.01 par value per share (the "Shares")

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:  
This Item 3 is not applicable.

Item 4. Ownership:

Item 4(a). Amount Beneficially Owned:  
As of February 6, 2006, each of Magnetar Financial, Magnetar Capital Partners, Supernova Management and Mr. Litowitz may be deemed to be the beneficial owners of the 1,678,400 Shares held for the account of Magnetar Capital Master Fund.

Item 4(b). Percent of Class:  
The number of Shares of which each of Magnetar Financial, Magnetar Capital Partners, Supernova Management and Mr. Litowitz may be deemed to be the beneficial owners constitutes approximately 9.6% of the total number of Shares outstanding (based upon information provided by the Issuer in its most recently-filed prospectus filed pursuant to Rule 424(b) of the Securities Act of 1933, as amended, on November 22, 2005, there were approximately 17,480,000 Shares outstanding as of November 28, 2005).

Item 4(c). Number of Shares of which such person has:

Magnetar Financial:  
-----

(i) Sole power to vote or direct the vote: 1,678,400  
(ii) Shared power to vote or direct the vote: 0

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(iii) Sole power to dispose or direct the disposition of: 1,678,400  
(iv) Shared power to dispose or direct the disposition of: 0

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Magnetar Capital Partners, Supernova Management, and Mr. Litowitz:  
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(i) Sole power to vote or direct the vote: 0  
(ii) Shared power to vote or direct the vote: 1,678,400  
(iii) Sole power to dispose or direct the disposition of: 0  
(iv) Shared power to dispose or direct the disposition of: 1,678,400

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

This Item 5 is not applicable.

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

This Item 6 is not applicable.

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

See disclosure in Item 2 hereof.

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

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each of the Reporting Persons certifies that, to the best of their 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.

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this

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statement is true, complete and correct.

Date: February 14, 2006

MAGNETAR FINANCIAL LLC

By: Magnetar Capital Partners LLC  
As Sole Member

By: /s/ Alec N. Litowitz  
-----

Name: Alec N. Litowitz  
Title: Manager

Date: February 14, 2006

MAGNETAR CAPITAL PARTNERS LLC

By: /s/ Alec N. Litowitz  
-----

Name: Alec N. Litowitz  
Title: Manager

Date: February 14, 2006

SUPERNOVA MANAGEMENT LLC

By: /s/ Alec N. Litowitz  
-----

Name: Alec N. Litowitz  
Title: Manager

Date: February 14, 2006

ALEC N. LITOWITZ

/s/ Alec N. Litowitz  
-----

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EXHIBIT INDEX

Ex.		Page No.
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A.	Joint Filing Agreement, dated February 14, 2006 by and among Magnetar Financial LLC, Magnetar Capital Partners LLC, Supernova Management LLC, and Alec N. Litowitz.....	11

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Tronox Incorporated dated as of February 14, 2006 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.



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Date: February 14, 2006

MAGNETAR FINANCIAL LLC

By: Magnetar Capital Partners LLC  
As Sole Member

By: /s/ Alec N. Litowitz  
-----

Name: Alec N. Litowitz  
Title: Manager

Date: February 14, 2006

MAGNETAR CAPITAL PARTNERS LLC

By: /s/ Alec N. Litowitz  
-----

Name: Alec N. Litowitz  
Title: Manager

Date: February 14, 2006

SUPERNOVA MANAGEMENT LLC

By: /s/ Alec N. Litowitz  
-----

Name: Alec N. Litowitz  
Title: Manager

Date: February 14, 2006

ALEC N. LITOWITZ

/s/ Alec N. Litowitz  
-----