

Rockwood Holdings, Inc.  
Form 8-K  
May 04, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

CURRENT REPORT

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**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

Date of Report (Date of earliest event reported): **May 4, 2011**

**Rockwood Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(Jurisdiction of  
Incorporation)

**001-32609**  
(Commission File Number)

**52-2277366**  
(IRS Employer  
Identification Number)

**Not Applicable**

(Former name or former address, if changed since last report)

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**100 Overlook Center**

**Princeton, New Jersey 08540**

(Address of registrant's principal executive office)

**(609) 514-0300**

(Registrant's telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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**Item 1.01 Entry into a Material Definitive Agreement.**

On May 2, 2011, Rockwood Holdings, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Goldman, Sachs & Co. (the Underwriter) and certain selling stockholders comprising funds affiliated with Kohlberg Kravis Roberts & Co. L.P. (the Selling Stockholders). Pursuant to the terms of the Underwriting Agreement, the Selling Stockholders agreed to sell, and the Underwriter agreed to purchase, subject to and upon terms and conditions set forth therein, an aggregate of 8,000,000 shares of the Company's Common Stock as described in the Prospectus Supplement dated May 2, 2011, which was filed pursuant to the Company's Registration Statement on Form S-3 (File No. 333- 171290) on December 20, 2010.

A copy of the Underwriting Agreement is attached as an exhibit to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1*               | Underwriting Agreement, dated May 2, 2011, between Rockwood Holdings, Inc., the selling stockholders named therein and Goldman, Sachs & Co. |

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\* Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Rockwood Holdings, Inc.

By: /s/ THOMAS J. RIORDAN  
Name: Thomas J. Riordan  
Title: Senior Vice President, Law  
& Administration

Dated: May 4, 2011