

Nalco Holding CO  
Form 8-K  
December 08, 2010

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report (Date Earliest Event Reported):**

December 7, 2010 (December 7, 2010)

**NALCO HOLDING COMPANY**

(Exact name of registrant as specified in its charter)

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)  
1601 W. Diehl Rd.

(I.R.S. Employer  
Identification No.)

Naperville, Illinois 60563

(630) 305-1000

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure**

On December 7, 2010, Nalco Company, a subsidiary of Nalco Holding Company ( Nalco or the Company ), provided certain information to prospective investors in connection with a proposed financing, excerpts from which are furnished as Exhibit 99.1 to this report, which are incorporated herein by reference.

This information and the exhibit attached hereto are being furnished pursuant to Item 7.01 and in accordance with general instruction B.2 to Form 8-K shall not be deemed filed with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities under that section, nor shall such information be deemed to be incorporated by reference into any filings under the Securities Act of 1933.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Exhibit</b>
99.1	Excerpts from materials provided to prospective investors on December 7, 2010

**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.

NALCO HOLDING COMPANY

(Registrant)

By: /s/ **STEPHEN N. LANDSMAN**  
**Stephen N. Landsman**  
**Secretary**

Date: December 7, 2010

**INDEX TO EXHIBITS**

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