

Rockwood Holdings, Inc.
Form 4
November 16, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KKR Millennium Fund L.P.

2. Issuer Name and Ticker or Trading Symbol
Rockwood Holdings, Inc. [ROC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2012

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET, SUITE 4200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/14/2012		X		973,170	A	\$ 14.387
Common Stock, par value \$0.01 per share	11/14/2012		J ⁽²⁾		305,351	D	\$ 45.852
					5,011,109	I	

See footnotes (1) (7) (8) (10)

See footnotes (1) (7) (8) (9) (10)

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Common Stock, par value \$0.01 per share			See footnotes <u>(3)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u>
Common Stock, par value \$0.01 per share	825,129	I	See footnotes <u>(4)</u> <u>(8)</u> <u>(10)</u>
Common Stock, par value \$0.01 per share	149,806	I	See footnotes <u>(5)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u>
Common Stock, par value \$0.01 per share	89,711	I	See footnotes <u>(6)</u> <u>(8)</u> <u>(10)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Warrants to purchase Common Stock	\$ 14.387	11/14/2012		X	973,170	<u>(11)</u> 07/23/2013	Common Stock	973,170	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Millennium Fund L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019			X	
KKR Associates Millennium L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019			X	
KKR Millennium GP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019			X	

Signatures

By: /s/ Richard J. Kreider, KKR Millennium Fund L.P. (12)	11/16/2012
**Signature of Reporting Person	Date
By: /s/ Richard J. Kreider, KKR Associates Millennium L.P. (13)	11/16/2012
**Signature of Reporting Person	Date
By: /s/ Richard J. Kreider, KKR Millennium GP LLC (14)	11/16/2012
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares are held by KKR Millennium Fund L.P. As the sole general partner of KKR Millennium Fund L.P., KKR Associates Millennium L.P. may be deemed to be the beneficial owner of such securities held by KKR Millennium Fund L.P. As the sole general partner of KKR Associates Millennium L.P., KKR Millennium GP LLC also may be deemed to be the beneficial owner of such securities held by KKR Millennium Fund L.P.
- (2) As described in the preliminary prospectus supplement filed by the Issuer on November 14, 2012 (the "Prospectus Supplement"), in connection with secondary sales pursuant to an underwritten offering expected to close on November 19, 2012, KKR Millennium Fund L.P. exercised a warrant to purchase 973,170 shares of common stock for \$14.387 per share. KKR Millennium Fund L.P. paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 305,351 of the warrant shares to pay the exercise price and issuing to KKR Millennium Fund L.P. the remaining 667,819 shares.
- (3) These shares are held by KKR European Fund, Limited Partnership. As the sole general partner of KKR European Fund, Limited Partnership, KKR Associates Europe, Limited Partnership may be deemed to be the beneficial owner of such shares held by KKR European Fund, Limited Partnership. As the sole general partner of KKR Associates Europe, Limited Partnership, KKR Europe Limited also may be deemed to be the beneficial owner of such shares held by KKR European Fund, Limited Partnership.
- (4) These shares are held by KKR Associates 1996 L.P. As the sole general partner of KKR Associates 1996 L.P., KKR 1996 GP LLC may be deemed to be the beneficial owner of such shares held by KKR Associates 1996 L.P.
- (5) These shares are held by KKR Partners III, L.P. (Series F). As the sole general partner of KKR Partners III, L.P. (Series F), KKR III GP LLC may be deemed to be the beneficial owner of such shares held by KKR Partners III, L.P. (Series F).
- (6) These shares are held by Aurora Investments II, LLC.

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- (7) Each of KKR Fund Holdings L.P. (as the designated member of KKR Millennium GP LLC and the sole shareholder of KKR Europe Limited); KKR Fund Holdings GP Limited (as a general partner of KKR Fund Holdings L.P.); KKR Group Holdings L.P. (as a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited); KKR Group Limited (as the sole general partner of KKR Group Holdings L.P.); KKR & Co. L.P. (as the sole shareholder of KKR Group Limited) and KKR Management LLC (as the sole general partner of KKR & Co. L.P.) may also be deemed to be the beneficial owner of the shares held by KKR Millennium Fund L.P. and KKR European Fund, Limited Partnership.
- (8) As the designated members of KKR Management LLC, the managers of KKR 1996 GP LLC, KKR III GP LLC and Aurora Investments II, LLC, Henry R. Kravis and George R. Roberts may also be deemed to beneficially own the shares held by KKR Millennium Fund L.P., KKR European Fund, Limited Partnership, KKR Associates 1996 L.P., KKR Partners III, L.P. (Series F) and Aurora Investments II, LLC. Messrs. Kravis and Roberts have also been designated as managers of KKR Millennium GP LLC by KKR Fund Holdings L.P.
- (9) As described in the Prospectus Supplement, these shares are the subject of secondary sales pursuant to an underwritten offering expected to close on November 19, 2012.
- (10) Due to the limitations of Form 4, certain of the persons described as beneficial owners or deemed beneficial owners of the securities reported on this Form 4 are filing as reporting persons on a separate Form 4.
- (11) The Warrants to purchase Common Stock are exercisable at any time and expire on July 23, 2013.

Remarks:

Each Reporting Person and each other person named in the footnotes above disclaims beneficial ownership of any securities reported on this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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