

GILHULY EDWARD A
Form 3
August 12, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
GILHULY EDWARD A
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
08/12/2005

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

4. Relationship of Reporting Person(s) to Issuer

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

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

(Check all applicable)

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

NEW YORK, NY 10019
(City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	4,445,896	I	See Notes <u>(1)</u> <u>(6)</u>
Common Stock, par value \$0.01 per share	19,138,916	I	See Notes <u>(2)</u> <u>(6)</u>
Common Stock, par value \$0.01 per share	164,282	I	See Notes <u>(3)</u> <u>(6)</u>
Common Stock, par value \$0.01 per share	398,727	I	See Notes <u>(4)</u> <u>(6)</u>
Common Stock, par value \$0.01 per share	13,337,689	I	See Notes <u>(5)</u> <u>(6)</u>
Series A Participating Preferred Stock, par value \$0.01 p/sh	25,000	I	See Notes <u>(1)</u> <u>(6)</u> <u>(7)</u>

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

SEC 1473 (7-02)

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- (4) These securities are held of record by KKR Partners III, L.P. (Series F). As the sole general partner of KKR Partners III, LP., KKR III GP L.L.C. may be deemed to be the beneficial owner of such securities held by KKR Partners III, L.P. (Series F). As a member of KKR III GP LLC, the Reporting Person may also be deemed to be the beneficial owner of such securities held by KKR Partners III, L.P. (Series F).

- (5) The securities are held of record 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 securities 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 securities held by KKR European Fund, Limited Partnership. As a director of KKR Europe Limited, the Reporting Person also may be deemed to be the beneficial owner of such securities held by KKR European Fund, Limited Partnership.

- (6) The filing of This statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the Reporting Person is the beneficial owner of any equity securities covered by this statement. The Reporting Person disclaims beneficial ownership of the securities that may be deemed to be beneficially owned by him, except to the extent of his own pecuniary interest therein.

- (7) The Issuer intends to redeem all of the outstanding Series A Participating Preferred Stock with a portion of the net proceeds from its initial public offering.

- (8) The Warrants to purchase Common Stock are exercisable at any time and expire on July 23, 2013.

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Remarks:

KKR Millennium GP LLC, KKR 1996 GP L.L.C., Strata L.L.C., KKR III GP LLC and KKR Europe Reporting Person is a member, and certain of their respective affiliates constitute a group with DLJ Partners for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended.

Exhibit 24 - Power of Attorney

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.