

Rockwood Holdings, Inc.
Form SC 13G
February 10, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

Rockwood Holdings, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

774415103
(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).

CUSIP No. 774415103

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Credit Suisse, on behalf of the Investment Banking division

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

SWITZERLAND

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

10,909,384

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

10,909,384

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,909,384

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.8%

12 TYPE OF REPORTING PERSON

BK

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Item 1.

(a) **Name of Issuer:**

Rockwood Holdings, Inc.

(b) **Address of Issuer's Principal Executive Offices:**

100 Overlook Center, Princeton, New Jersey 08540

Item 2.

(a) **Name of Person Filing:**

Credit Suisse, on behalf of the Investment Banking division. See Schedule I.

(b) **Address of Principal Business Office or, if none, Residence:**

Uetlibergstrasse 231, P.O. Box 900, CH-8070 Zurich, Switzerland

(c) **Citizenship:**

Switzerland

(d) **Title of Class of Securities:**

Common Stock, par value \$0.01 per share (the Common Stock)

(e) **CUSIP Number:**

774415103

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a(n):

- | | | |
|-----|--------------------------|--|
| (a) | <input type="checkbox"/> | Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o) |
| (b) | <input type="checkbox"/> | Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c) |
| (c) | <input type="checkbox"/> | Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c) |
| (d) | <input type="checkbox"/> | Investment company registered under Section 8 of the Investment Company Act (15 U.S.C. 80a-8) |
| (e) | <input type="checkbox"/> | Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E) |
| (f) | <input type="checkbox"/> | Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F) |
| (g) | <input type="checkbox"/> | Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G) |
| (h) | <input type="checkbox"/> | Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813) |

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- (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) Group in accordance with §240.13d-1(b)(1)(ii)(J)

Item 4. Ownership

(a) **Amount Beneficially Owned:**

See response to Item 9 on page 2.

(b) **Percent of Class:**

See response to Item 11 on page 2.

(c) **Number of shares as to which the person has:**

(i) **Sole power to vote or to direct the vote:**

See response to Item 5 on page 2.

(ii) **Shared power to vote or to direct the vote:**

See response to Item 6 on page 2.

(iii) **Sole power to dispose or to direct the disposition of:**

See response to Item 7 on page 2.

(iv) **Shared power to dispose or to direct the disposition of:**

See response to Item 8 on page 2.

On January 11, 2006, DLJ Merchant Banking Partners III, L.P., DLJ Offshore Partners III-1, C.V., DLJ Offshore Partners III-2, C.V., DLJ Offshore Partners III, C.V., DLJ MB Partners III GmbH & Co. KG, Millennium Partners II, L.P., MBP III Plan Investors, L.P. (collectively, the DLJ Entities) and Credit Suisse First Boston LLC (now known as Credit Suisse Securities (USA) LLC), entered into a Voting Trust Agreement with Wells Fargo Bank, N.A. (the Trustee) (the Voting Trust Agreement), pursuant to which, among other things, the DLJ Entities will deposit 7,309,291 shares of Common Stock (representing 9.9% of the outstanding shares of Common Stock) (the Trustee Shares) into a trust created by the Voting Trust Agreement and will give the Trustee the exclusive right to vote the Trustee Shares. The Trustee will be the record holder of the Trustee Shares and the DLJ Entities will hold trust certificates representing the Trustee Shares. While the Trustee will have the exclusive right to vote the Trustee Shares, the DLJ Entities will maintain and continue to have dispositive power over the Trustee Shares.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

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

Not Applicable.

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

See Schedule I.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. **Notice of Dissolution of Group**

Not Applicable.

Item 10. **Certification**

Not Applicable.



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2006

CREDIT SUISSE, on behalf of the
INVESTMENT BANKING division

By: /s/ Ivy Dodes

Name: Ivy Dodes

Title: Managing Director

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Schedule I

In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998), this Schedule 13G is being filed by Credit Suisse (the Bank), a Swiss bank, on behalf of its subsidiaries to the extent that they constitute the Investment Banking division (the Investment Banking division) (the Reporting Person). The Reporting Person provides financial advisory and capital raising services, sales and trading for users and suppliers of capital around the world and invests in and manages private equity and venture capital funds. The address of the Bank's principal business and office is Uetlibergstrasse 231, P.O. Box 900, CH 8070 Zurich, Switzerland. The address of the Reporting Person's principal business and office in the United States is Eleven Madison Avenue, New York, New York 10010.

The ultimate parent company of the Bank is Credit Suisse Group (CSG), a corporation formed under the laws of Switzerland. CSG is a global financial services company, active in all major financial centers and providing a comprehensive range of banking and insurance products. CSG and its consolidated subsidiaries are comprised of the Bank and the Winterthur division (the Winterthur division). In addition to the Investment Banking division, the Bank is comprised of the Asset Management division (the Asset Management division) and the Private Banking division (the Private Banking division). The Asset Management division provides asset management and investment advisory services to institutional, mutual fund and private investors worldwide. The Private Banking division offers global private banking and corporate and retail banking services in Switzerland. The Winterthur division provides life and non-life insurance and pension products to private and corporate clients worldwide. CSG's business address is Paradeplatz 8, P.O. Box 1, CH 8070 Zurich, Switzerland.

CSG, for purposes of the federal securities laws, may be deemed ultimately to control the Bank and the Reporting Person. CSG, its executive officers and directors, and its direct and indirect subsidiaries (including those subsidiaries that constitute the Asset Management division, the Private Banking division and the Winterthur division) may beneficially own securities to which this statement relates (the Shares) and such Shares are not reported in this statement. CSG disclaims beneficial ownership of Shares beneficially owned by its direct and indirect subsidiaries, including the Reporting Person. Each of the Asset Management division, the Private Banking division and the Winterthur division disclaims beneficial ownership of Shares beneficially owned by the Reporting Person. The Reporting Person disclaims beneficial ownership of Shares beneficially owned by CSG, the Asset Management division, the Private Banking division and the Winterthur division.

On July 29, 2004, KKR 1996 Fund, L.P., KKR Partners II, L.P., KKR Millennium Fund, L.P., KKR Millennium Fund (Overseas), L.P., KKR Partners III, L.P., Series F and KKR European Fund, L.P. (collectively, the Other Persons), and DLJ Merchant Banking Partners III, L.P., DLJ Offshore Partners III-1, C.V., DLJ Offshore Partners III-2, C.V., DLJ Offshore Partners III, C.V., DLJ MB Partners III GmbH & Co. KG, Millennium Partners II, L.P. and MBP III Plan Investors, L.P., each of which is an indirect wholly-owned subsidiary of the Reporting Person (collectively, the DLJ Entities), entered into that certain Stockholders Agreement, as amended by that certain Amendment to Stockholders Agreement and Waiver, dated as of January 27, 2006 (the Stockholders Agreement), with respect to the securities of Rockwood Holdings, Inc. (the Issuer). Pursuant to the Stockholders Agreement, the DLJ Entities and the Other Persons have agreed that they will not act as a group with respect to the securities of the Issuer within the meaning of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the Exchange Act). In accordance with the Stockholders Agreement, neither the fact of this filing nor anything contained herein shall be deemed an admission by the Reporting Person that a group exists within the meaning of the Exchange Act. The Reporting Person disclaims beneficial ownership of the common stock of the Issuer directly beneficially owned by any of the Other Persons.