

# **ROCKWOOD HOLDINGS, INC.**

Reported by  
**KKR & CO. INC.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/16/12 for the Period Ending 11/14/12

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Fiscal Year 12/31

# FORM 4

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

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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  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>KKR Fund Holdings L.P.</b>  <small>(Last) (First) (Middle)</small>  <b>C/O KOHLBERG KRAVIS ROBERTS &amp; CO. L.P., 9 WEST 57TH STREET, SUITE 4200</b>  <small>(Street)</small>  <b>NEW YORK, NY 10019</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Rockwood Holdings, Inc. [ ROC ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/14/2012</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>
<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	11/14/2012		X		973170	A	\$14.387	2045274	I	See footnotes (1) (7) (8) (10)
Common Stock, par value \$0.01 per share	11/14/2012		J	(2)	305351	D	\$45.852	1739923	I	See footnotes (1) (7) (8) (9) (10)
Common Stock, par value \$0.01 per share								5011109	I	See footnotes (3) (7) (8) (9) (10)
Common Stock, par value \$0.01 per share								825129	I	See footnotes (4) (8) (10)
Common Stock, par value \$0.01 per share								149806	I	See footnotes (5) (8) (9) (10)
Common Stock, par value \$0.01 per share								89711	I	See footnotes (6) (8) (10)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
<b>Warrants to purchase Common Stock</b>	<b>\$14.387</b>	<b>11/14/2012</b>		<b>X</b>				<b>973170</b>		<b>(11)</b>	<b>7/23/2013</b>	<b>Common Stock</b>	<b>973170</b>	<b>\$0</b>	<b>0</b>	<b>I</b>	<b>See footnotes (1) (7) (8) (10)</b>

**Explanation of Responses:**

- (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.
- (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 herein, except to the extent of such person's pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any equity securities covered by this statement. Exhibit List: Exhibit 24 - Power of Attorney

**Reporting Owners**

	Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		

### Signatures

**KKR FUND HOLDINGS L.P. By: KKR Fund Holdings GP Limited, its general partner By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Director**

11/16/2012

\*\* Signature of Reporting Person

Date

**KKR FUND HOLDINGS GP LIMITED By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Director**

11/16/2012

\*\* Signature of Reporting Person

Date

**KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Director**

11/16/2012

\*\* Signature of Reporting Person

Date

**KKR GROUP LIMITED By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Director**

11/16/2012

\*\* Signature of Reporting Person

Date

**KKR & CO. L.P. By: KKR Management LLC, general partner By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer**

11/16/2012

\*\* Signature of Reporting Person

Date

**KKR MANAGEMENT LLC By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer**

11/16/2012

Date

\*\* Signature of Reporting Person

**HENRY R. KRAVIS By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact**

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**11/16/2012**

\*\* Signature of Reporting Person

Date

**GEORGE R. ROBERTS By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact**

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**11/16/2012**

\*\* Signature of Reporting Person

Date

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

\* 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).

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

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

**POWER OF ATTORNEY**

Know all men by these presents that William J. Janetschek does hereby make, constitute and appoint Richard J. Kreider, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company or as a partner of any partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 13G, statements on Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ William J. Janetschek

Name: William J. Janetschek

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Date: February 1, 2010

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