

Rockwood Holdings, Inc.
Form 3
October 13, 2009

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 *
K K R Fund Holdings L.P.
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
10/01/2009

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

(Check all applicable)

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

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 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	2,285,721	I	See Footnotes (1) (2) (4) (5) (6) (7) (9)
Common Stock, par value \$0.01 per share	8,006,339	I	See Footnotes (1) (3) (4) (5) (6) (7) (9)

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants to purchase Common Stock	Â (8)	07/23/2013	Common Stock	958,315	\$ 14.61	I	See Footnotes ⁽¹⁾ <u>(2)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(9)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	Â	Â X	Â	Â
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â

Signatures

/s/ William J. Janetschek, KKR Fund Holdings L.P.(10) 10/13/2009
 **Signature of Reporting Person Date
 /s/ William J. Janetschek, KKR Fund Holdings GP Limited (11) 10/13/2009

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<u>**Signature of Reporting Person</u>	Date
/s/ William J. Janetschek, KKR Group Holdings L.P. (12)	10/13/2009
<u>**Signature of Reporting Person</u>	Date
/s/ William J. Janetschek, KKR Group Limited (13)	10/13/2009
<u>**Signature of Reporting Person</u>	Date
/s/ William J. Janetschek, KKR & Co. L.P. (14)	10/13/2009
<u>**Signature of Reporting Person</u>	Date
/s/ William J. Janetschek, KKR & Co. L.P. (15)	10/13/2009
<u>**Signature of Reporting Person</u>	Date
/s/ William J. Janetschek, KKR Management LLC (16)	10/13/2009
<u>**Signature of Reporting Person</u>	Date
/s/ William J. Janetschek, KKR Management LLC (17)	10/13/2009
<u>**Signature of Reporting Person</u>	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) KKR Fund Holdings L.P., KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P. and KKR Management LLC are filing this Form 3 as a result of a structural reorganization of KKR & Co. L.P. and its affiliates ("KKR") in connection with the combination of the businesses of KKR and KKR Private Equity Investors, L.P.
 - (2) These securities 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.
 - (3) These securities 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 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.
 - (4) 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 beneficially own the securities held by KKR Millennium Fund L.P. and KKR European Fund, Limited Partnership.
 - (5) In addition to the securities reported on this Form 3, 11,414, 975 shares of common stock of Rockwood Holdings, Inc. (the "Shares") are held by KKR 1996 Fund L.P.; 98,615 Shares are held by KKR Partners II, L.P.; 239,348 Shares are held by KKR Partners III, L.P. (Series F); and 89,711 Shares are held by Aurora Investments II, LLC.
 - (6) As the sole general partner of KKR 1996 Fund L.P., KKR Associates 1996 L.P. may be deemed to be the beneficial owner of Shares held by KKR 1996 Fund L.P. As the sole general partner of KKR Associates 1996 L.P., KKR 1996 GP LLC also may be deemed to be the beneficial owner of Shares held by KKR 1996 Fund L.P. As the general partners of KKR Partners II, L.P., KKR Associates (Strata) L.P. and KKR Associates, L.P. may be deemed to be the beneficial owners of Shares held by KKR Partners II, L.P. As the sole general partner of KKR Associates (Strata) L.P., Strata L.L.C. also may be deemed to be the beneficial owner of Shares held by KKR Partners II, L.P. 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 Shares held by KKR Partners III, L.P. (Series F).
 - (7) As the designated members of KKR Management LLC, the managers of KKR 1996 GP LLC, Strata L.L.C., KKR III GP LLC and Aurora Investments II, LLC, and the members of the Executive Committee of KKR Associates, L.P., Henry R. Kravis and George R. Roberts may also be deemed to beneficially own the securities held by KKR Millennium Fund L.P., KKR European Fund, Limited Partnership, KKR 1996 Fund L.P., KKR Partners II, 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.

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(8) The warrants to purchase common stock are exercisable at any time and expire on July 23, 2013.

Each Reporting Person and each other person named in notes (2) through (7) 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.

(9)

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Remarks:

ExhibitÂ 24Â PowerÂ ofÂ Attorney.Â Â (10)Â Mr.Â JanetschekÂ isÂ signingÂ inÂ hisÂ capacityÂ asÂ directorÂ ofÂ KKF

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.