

Rockwood Holdings, Inc.  
Form 8-K  
September 25, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **September 20, 2012**

**Rockwood Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(Jurisdiction of Incorporation)

**001-32609**  
(Commission File Number)

**52-2277366**  
(IRS Employer  
Identification Number)

**100 Overlook Center**

**Princeton, New Jersey 08540**

(Address of registrant's principal executive office)

**(609) 514-0300**

(Registrant's telephone number)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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**ITEM 1.01**

**ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On September 20, 2012, Rockwood Holdings, Inc. (the Company), as guarantor, Rockwood Specialties Group, Inc. (RSGI), an indirect wholly-owned subsidiary of the Company and each of RSGI's existing domestic subsidiaries that is a guarantor under RSGI's senior secured credit facilities (the Subsidiary Guarantors), entered into an Underwriting Agreement (the Underwriting Agreement), dated as of September 20, 2012, with Deutsche Bank Securities Inc., Citigroup Global Markets Inc., Morgan Stanley & Co. LLC and UBS Securities LLC (the Representatives), and together with the other underwriters named in Schedule A thereto, the Underwriters) with respect to the RSGI's sale of \$1,250,000,000 aggregate principal amount of 4.625% Senior Notes due 2020 (the Notes). Settlement for the offering of the Notes is expected to occur on September 25, 2012. The net proceeds from the offering of the Notes will be used to prepay \$250.0 million of the Company's term loan B, and to fund general corporate purposes, which may include, among other things, strategic investments and acquisitions, capital expenditures and additional repayment of other debt.

The sale of the Notes was made pursuant to the Company's, RSGI's and the Subsidiary Guarantors' Registration Statement on Form S-3 (Registration No. 333-183959) (the Registration Statement), including a prospectus supplement dated September 20, 2012 (the Prospectus Supplement) to the prospectus contained therein dated September 18, 2012 (the Base Prospectus), filed by the Company with the Securities and Exchange Commission, pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended, and a free writing prospectus dated September 20, 2012, filed by the Company with the Securities and Exchange Commission, pursuant to Rule 433 under the Securities Act of 1933, as amended.

The Underwriting Agreement contains customary representations, warranties and covenants and includes the terms and conditions for the sale of the Notes, indemnification and contribution obligations and other terms and conditions customary in agreements of this type.

KKR Capital Markets LLC acted as an Underwriter for the Notes offering. As of December 31, 2011, affiliates of KKR Capital Markets LLC controlled approximately 10.3% of the Company's issued and outstanding common stock. Affiliates of KKR Capital Markets LLC have provided financing commitments to RSGI in connection with a term loan facility and KKR Capital Markets LLC has provided financing commitments to the Company's Titanium Dioxide Pigments venture under its term facility.

Certain of the Underwriters or their affiliates perform and have performed commercial and investment banking and advisory services for the Company from time to time for which they receive and have received customary fees and expenses. The Underwriters may, from time to time, engage in transactions with and perform services for the Company in the ordinary course of their business for which they will receive fees and expenses.

**ITEM 8.01**

**OTHER EVENTS.**

In connection with the offering by RSGI of the Notes, as described in response to Item 1.01 of this Current Report on Form 8-K, the following exhibits are filed herewith in order to be incorporated by reference into the Registration Statement, the Base Prospectus and/or the Prospectus Supplement: (i) the Underwriting Agreement (Exhibit 1.1 hereto), (ii) the opinions of counsel with respect to the validity of the Notes sold in the offering (Exhibits 5.1, 5.2 and 5.3 hereto) and (iii) certain information relating to Part II, Item 14 Other Expenses of Issuance and Distribution of the Registration Statement (Exhibit 99.1 hereto).

**ITEM 9.01**

**FINANCIAL STATEMENTS AND EXHIBITS.**

- (d) Exhibits. See Exhibit Index immediately following the signature page hereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Rockwood Holdings, Inc.

By: /s/ Michael W. Valente

Name: Michael W. Valente

Title: Assistant Secretary

Dated: September 24, 2012

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<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of September 20, 2012, among the Company, RSGI, the Subsidiary Guarantors, Deutsche Bank Securities Inc., Citigroup Global Markets Inc., Morgan Stanley & Co. LLC and UBS Securities LLC and the other underwriters named therein
5.1	Opinion of Simpson Thacher & Bartlett LLP
5.2	Opinion of Andrews Kurth LLP
5.3	Opinion of McGuire Woods LLP
23.1	Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1)
23.2	Consent of Andrews Kurth LLP (included as part of Exhibit 5.2)
23.3	Consent of McGuire Woods LLP (included as part of Exhibit 5.3)
99.1	Information relating to Part II, Item 14 Other Expenses of Issuance and Distribution of the Registration Statement (Registration No. 333- 183959).