

Rockwood Holdings, Inc.  
Form S-8 POS  
January 28, 2015

Registration No. 333-161511

---

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

---

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

---

ROCKWOOD HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

52-2277366  
(I.R.S. Employer  
Identification Number)

451 Florida Street  
Baton Rouge, Louisiana 70801  
(Address, including zip code, of registrant's principal executive offices)

---

2009 Rockwood Holdings, Inc. Stock Incentive Plan  
(Full title of the plan)

---

Karen G. Narwold  
President, Treasurer and Secretary  
Rockwood Holdings, Inc.  
451 Florida Street  
Baton Rouge, Louisiana 70801  
(Name and address of agent for service)

(225) 388-8011  
(Telephone number, including area code, of agent for service)

---

Copies to:  
Doreen E. Lilienfeld, Esq.  
Shearman & Sterling LLP  
599 Lexington Avenue  
New York, New York 10022  
(212) 848-7171

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company

---

---

EXPLANATORY NOTE

Rockwood Holdings, Inc. (the “Registrant”) is hereby filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 filed on August 24, 2009 (File No. 333-161511) (the “Registration Statement”) to deregister certain shares of the Registrant’s common stock that were registered for issuance under the 2009 Rockwood Holdings, Inc. Stock Incentive Plan (the “Plan”).

The Registration Statement registered 11,000,000 shares under the Plan.

The Registration Statement is hereby amended to deregister the remaining unissued shares under the Plan as of the date of this Post-Effective Amendment No. 1 to the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on the 28th day of January, 2015.

ROCKWOOD HOLDINGS, INC.

By: /s/ Karen G. Narwold  
Karen G. Narwold  
President, Treasurer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Karen G. Narwold Karen G. Narwold	President (Principal Executive Officer), Treasurer (Principal Financial Officer and Principal Accounting Officer), Secretary and Director	January 28, 2015
--	---	------------------