Rockwood Holdings, Inc. Form SC 13G February 14, 2006

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13G** 

OMB APPROVAL OMB Number: 3235-0145

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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:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- ý Rule 13d-1(d)

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).

<sup>\*</sup>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.

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 control number.

## CUSIP No. 774415103

PN

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) KKR Millennium Fund L.P.			
2.	Check the Appropriate Box if (a) (b)	a Member of a Group (See o ý	e Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place of Organization Delaware			
N 1 6	5.		Sole Voting Power 5,404,211	
Number of Shares Beneficially Owned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 5,404,211	
	8.		Shared Dispositive Power 0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 5,404,211			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented 7.2%	by Amount in Row (9)		
12.	Type of Reporting Person (Se	e Instructions)		

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) KKR Associates Millennium L.P.				
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group (See o ý	Instructions)		
3.	SEC Use Only				
4.	Citizenship or Place of Organiz Delaware	zation			
Number of	5.		Sole Voting Power 5,404,211		
Shares Beneficially Owned by	6.		Shared Voting Power 0		
Each Reporting Person With	7.		Sole Dispositive Power 5,404,211		
	8.		Shared Dispositive Power 0		
9.	Aggregate Amount Beneficiall 5,404,211	ly Owned by Each Reporting	ng Person		
10.	Check if the Aggregate Amoun	nt in Row (9) Excludes Cer	rtain Shares (See Instructions) o		
11.	Percent of Class Represented b 7.2%	by Amount in Row (9)			
12.	Type of Reporting Person (See PN	e Instructions)			
		3			

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) KKR Millennium GP LLC			
2.	Check the Appropriate Box (a) (b)	if a Member of a Grou o ý	o (See Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place of Orga Delaware	anization		
Jumber of	5.		Sole Voting Power 5,404,211	
hares Seneficially Owned by	6.		Shared Voting Power 0	
ach Leporting Person With	7.		Sole Dispositive Power 5,404,211	
	8.		Shared Dispositive Power 0	
9.	Aggregate Amount Benefici 5,404,211	ially Owned by Each R	eporting Person	
10.	Check if the Aggregate Amo	ount in Row (9) Exclud	es Certain Shares (See Instructions) o	
11.	Percent of Class Represented 7.2%	d by Amount in Row (9	9)	
12.	Type of Reporting Person (S	See Instructions)		
		4		

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) KKR 1996 FUND L.P.			
2.	Check the Appropriate Box if (a) (b)	a Member of a Group (See o ý	Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place of Organi Delaware	zation		
Number of	5.		Sole Voting Power 19,138,916	
Shares Beneficially Owned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 19,138,916	
	8.		Shared Dispositive Power	
9.	Aggregate Amount Beneficial 19,138,916	ly Owned by Each Reporting	ng Person	
10.	Check if the Aggregate Amou	nt in Row (9) Excludes Cer	tain Shares (See Instructions) o	
11.	Percent of Class Represented by Amount in Row (9) 25.9%			
12.	Type of Reporting Person (See PN	e Instructions)		
		5		

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) KKR Associates 1996 L.P.			
2.	Check the Appropriate I (a) (b)	Box if a Member of a C o ý	droup (See Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place of O Delaware	Organization		
Jumber of	5.		Sole Voting Power 19,138,916	
hares Beneficially Owned by	6.		Shared Voting Power 0	
ach Leporting Lerson With	7.		Sole Dispositive Power 19,138,916	
	8.		Shared Dispositive Power 0	
9.	Aggregate Amount Bend 19,138,916	eficially Owned by Eac	th Reporting Person	
10.	Check if the Aggregate	Amount in Row (9) Ex	cludes Certain Shares (See Instructions) o	
11.	Percent of Class Represe 25.9%	ented by Amount in Ro	w (9)	
12.	Type of Reporting Perso PN	on (See Instructions)		
			6	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) KKR 1996 GP LLC			
2.	Check the Appropriate B (a) (b)	Box if a Member of a G o ý	roup (See Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place of O Delaware	Organization		
Number of	5.		Sole Voting Power 19,138,916	
Shares Beneficially Dwned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 19,138,916	
	8.		Shared Dispositive Power 0	
9.	Aggregate Amount Bene 19,138,916	eficially Owned by Eac	th Reporting Person	
10.	Check if the Aggregate A	Amount in Row (9) Ex	cludes Certain Shares (See Instructions) o	
11.	Percent of Class Represe 25.9%	ented by Amount in Ro	w (9)	
12.	Type of Reporting Person CO	n (See Instructions)		
			7	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) KKR Partners II, L.P.			
2.	Check the Appropriate Box (a) (b)	ox if a Member of a G o ý	roup (See Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place of O Delaware	rganization		
Number of	5.		Sole Voting Power 164,282	
Shares Beneficially Dwned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 164,282	
	8.		Shared Dispositive Power 0	
9.	Aggregate Amount Bene 164,282	ficially Owned by Eac	h Reporting Person	
10.	Check if the Aggregate A	amount in Row (9) Exc	cludes Certain Shares (See Instructions) o	
11.	Percent of Class Represer 0.2%	nted by Amount in Ro	w (9)	
12.	Type of Reporting Person PN	n (See Instructions)		
			8	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) KKR Associates (Strata) L.P.			
2.	Check the Appropriate Box i (a) (b)	f a Member of a Group (See o ý	e Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place of Organ Delaware	nization		
Number of	5.		Sole Voting Power 0	
Shares Beneficially Owned by	6.		Shared Voting Power 164,282	
Each Reporting Person With	7.		Sole Dispositive Power 0	
	8.		Shared Dispositive Power 164,282	
9.	Aggregate Amount Beneficia 164,282	ally Owned by Each Reporti	ng Person	
10.	Check if the Aggregate Amo	unt in Row (9) Excludes Ce	rtain Shares (See Instructions) o	
11.	Percent of Class Represented by Amount in Row (9) 0.2%			
12.	Type of Reporting Person (Se PN	ee Instructions)		
		9		

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) KKR Associates, L.P.			
2.	Check the Appropriate (a) (b)	Box if a Member of a C o ý	Group (See Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place of Delaware	Organization		
Number of	5.		Sole Voting Power 0	
Shares Beneficially Dwned by	6.		Shared Voting Power 164,282	
Each Reporting Person With	7.		Sole Dispositive Power 0	
	8.		Shared Dispositive Power 164,282	
9.	Aggregate Amount Be	neficially Owned by Ead	ch Reporting Person	
10.	Check if the Aggregate	e Amount in Row (9) Ex	cludes Certain Shares (See Instructions) o	
11.	Percent of Class Repre 0.2%	esented by Amount in Ro	ow (9)	
12.	Type of Reporting Pers PN	son (See Instructions)		
			10	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Strata L.L.C.			
2.	Check the Appropria (a) (b)	ate Box if a Member of a o ý	Group (See Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place Delaware	of Organization		
Number of	5.		Sole Voting Power 0	
Shares Beneficially Dwned by	6.		Shared Voting Power 164,282	
Each Reporting Person With	7.		Sole Dispositive Power 0	
	8.		Shared Dispositive Power 164,282	
9.	Aggregate Amount 1 164,282	Beneficially Owned by E	ach Reporting Person	
10.	Check if the Aggreg	gate Amount in Row (9) E	xcludes Certain Shares (See Instructions) o	
11.	Percent of Class Rep 0.2%	presented by Amount in R	20w (9)	
12.	Type of Reporting P CO	Person (See Instructions)		
			11	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) KKR Partners III, L.P. (Series F)				
2.	Check the Appropria (a) (b)	ate Box if a Member of a o ý	Group (See Instructions)		
3.	SEC Use Only				
4.	Citizenship or Place of Organization Delaware				
Number of	5.		Sole Voting Power 398,727		
Shares Beneficially Owned by	6.		Shared Voting Power 0		
Each Reporting Person With	7.		Sole Dispositive Power 398,727		
	8.		Shared Dispositive Power 0		
9.	Aggregate Amount l 398,727	Beneficially Owned by I	Each Reporting Person		
10.	Check if the Aggreg	gate Amount in Row (9)	Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) $0.5\%$				
12.	Type of Reporting P PN	Person (See Instructions)			
			12		

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) KKR III GP LLC			
2.	Check the Appropriate (a) (b)	e Box if a Member of a Group o ý	(See Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place of Delaware	f Organization		
Number of	5.		Sole Voting Power 398,727	
Shares Beneficially Owned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 398,727	
	8.		Shared Dispositive Power 0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 398,727			
10.	Check if the Aggregate	e Amount in Row (9) Exclude	s Certain Shares (See Instructions) o	
11.	Percent of Class Repre 0.5 %	esented by Amount in Row (9)		
12.	Type of Reporting Pers	son (See Instructions)		
		13		

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) KKR European Fund, Limited Partnership			
Check the Appropriate (a) (b)	e Box if a Member of a C o ý	Group (See Instructions)	
SEC Use Only			
Citizenship or Place of Organization Alberta, Canada			
5.		Sole Voting Power 13,337,689	
6.		Shared Voting Power 0	
7.		Sole Dispositive Power 13,337,689	
8.		Shared Dispositive Power 0	
Aggregate Amount Be	eneficially Owned by Eac	ch Reporting Person	
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
Percent of Class Repre	esented by Amount in Ro	ow (9)	
Type of Reporting Per PN	rson (See Instructions)		
		14	
	KKR European Fund, Check the Appropriate (a) (b) SEC Use Only Citizenship or Place or Alberta, Canada 5. 6. 7. 8. Aggregate Amount Be 13,337,689 Check if the Aggregat Percent of Class Repres 18.0% Type of Reporting Per	KKR European Fund, Limited Partnership  Check the Appropriate Box if a Member of a C (a) 0 (b) ý  SEC Use Only  Citizenship or Place of Organization Alberta, Canada  5.  6.  7.  8.  Aggregate Amount Beneficially Owned by Each 13,337,689  Check if the Aggregate Amount in Row (9) Ex  Percent of Class Represented by Amount in Roy 18.0%  Type of Reporting Person (See Instructions)	KKR European Fund, Limited Partnership  Check the Appropriate Box if a Member of a Group (See Instructions)  (a) 0 (b) ý  SEC Use Only  Citizenship or Place of Organization Alberta, Canada  5. Sole Voting Power 13,337,689  6. Shared Voting Power 0  7. Sole Dispositive Power 13,337,689  8. Shared Dispositive Power 0  Aggregate Amount Beneficially Owned by Each Reporting Person 13,337,689  Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  Percent of Class Represented by Amount in Row (9) 18,0%  Type of Reporting Person (See Instructions) PN

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) KKR Associates Europe, Limited Partnership			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a) (b)	o ý		
		j		
3.	SEC Use Only			
4.	Citizenship or Place of Org Alberta, Canada	ganization		
Number of	5.		Sole Voting Power 13,337,689	
Shares Beneficially Owned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 13,337,689	
Terson with	8.		Shared Dispositive Power 0	
9.	Aggregate Amount Benefic	cially Owned by Each Report	ing Person	
10.	Check if the Aggregate An	nount in Row (9) Excludes Co	ertain Shares (See Instructions) o	
11.	Percent of Class Represent 18.0%	ed by Amount in Row (9)		
12.	Type of Reporting Person (PN)	(See Instructions)		
		15		

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) KKR Europe Limited			
Check the Appropriate (a) (b)	e Box if a Member of a G o ý	Group (See Instructions)	
SEC Use Only			
Citizenship or Place o Cayman Islands	f Organization		
5.		Sole Voting Power 13,337,689	
6.		Shared Voting Power 0	
7.		Sole Dispositive Power 13,337,689	
8.		Shared Dispositive Power 0	
Aggregate Amount Bo 13,337,689	eneficially Owned by Ea	ch Reporting Person	
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
Percent of Class Repr 18.0%	esented by Amount in R	ow (9)	
Type of Reporting Per PN	rson (See Instructions)		
		16	
	KKR Europe Limited  Check the Appropriate (a) (b)  SEC Use Only  Citizenship or Place of Cayman Islands  5.  6.  7.  8.  Aggregate Amount Be 13,337,689  Check if the Aggregate Percent of Class Repring 18.0%  Type of Reporting Percent of Perce	Check the Appropriate Box if a Member of a Ca (a) o (b) ý  SEC Use Only  Citizenship or Place of Organization Cayman Islands  5.  6.  7.  8.  Aggregate Amount Beneficially Owned by Ea 13,337,689  Check if the Aggregate Amount in Row (9) Experience of Class Represented by Amount in Row (18,0%)  Type of Reporting Person (See Instructions)	KKR Europe Limited  Check the Appropriate Box if a Member of a Group (See Instructions)  (a) 0 (b) ý  SEC Use Only  Citizenship or Place of Organization Cayman Islands  5. Sole Voting Power 13,337,689  6. Shared Voting Power 0  7. Sole Dispositive Power 13,337,689  8. Shared Dispositive Power 0  Aggregate Amount Beneficially Owned by Each Reporting Person 13,337,689  Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  Percent of Class Represented by Amount in Row (9) 18.0%  Type of Reporting Person (See Instructions) PN

Item 1.		
	(a)	Name of Issuer
		Rockwood Holdings, Inc.
	(b)	Address of Issuer's Principal Executive Offices
		100 Overlook Center, Princeton, NJ 08540
		100 Overlook Center, Filliceton, 140 000 10
Item 2.		
	(a)	Name of Person Filing
	(=)	KKR Millennium Fund L.P.
		KKR Associates Millenium L.P.
		KKR Millenium GP LLC
		KKR 1996 Fund L.P.
		KKR Associates 1996 L.P.
		KKR 1996 GP LLC
		KKR Partners II, L.P.
		KKR Associates (Strata) L.P.
		Strata L.L.C.
		KKR Associates, L.P.
		KKR Partners III, L.P. (Series F)
		KKR III GP LLC
		KKR European Fund, Limited Partnership
		KKR Associates Europe, Limited Partnership
		KKR Europe Limited
	(b)	Address of Principal Business Office or, if none, Residence
	,	1
		The principal business office for all persons filing is:
		0 Wast 57 Street
		9 West 57 Street
		9 West 57 Street Suite 4200
		Suite 4200
		Suite 4200 New York, New York 10019
	(c)	Suite 4200  New York, New York 10019 Citizenship
	(c)	Suite 4200 New York, New York 10019
	(c)	Suite 4200  New York, New York 10019 Citizenship Delaware:
	(c)	Suite 4200  New York, New York 10019 Citizenship
	(c)	Suite 4200  New York, New York 10019 Citizenship Delaware:
	(c)	Suite 4200  New York, New York 10019 Citizenship Delaware:
	(c)	Suite 4200  New York, New York 10019 Citizenship Delaware:  KKR Millennium Fund L.P.
	(c)	Suite 4200  New York, New York 10019 Citizenship Delaware:  KKR Millennium Fund L.P.  KKR Associates Millenium L.P.
	(c)	Suite 4200  New York, New York 10019 Citizenship Delaware:  KKR Millennium Fund L.P.
	(c)	Suite 4200  New York, New York 10019 Citizenship Delaware:  KKR Millennium Fund L.P.  KKR Associates Millenium L.P.  KKR Millenium GP LLC
	(c)	Suite 4200  New York, New York 10019 Citizenship Delaware:  KKR Millennium Fund L.P.  KKR Associates Millenium L.P.
	(c)	Suite 4200  New York, New York 10019 Citizenship Delaware:  KKR Millennium Fund L.P.  KKR Associates Millenium L.P.  KKR Millenium GP LLC  KKR 1996 Fund L.P.
	(c)	Suite 4200  New York, New York 10019 Citizenship Delaware:  KKR Millennium Fund L.P.  KKR Associates Millenium L.P.  KKR Millenium GP LLC
	(c)	Suite 4200  New York, New York 10019 Citizenship Delaware:  KKR Millennium Fund L.P.  KKR Associates Millenium L.P.  KKR Millenium GP LLC  KKR 1996 Fund L.P.  KKR Associates 1996 L.P.
	(c)	Suite 4200  New York, New York 10019 Citizenship Delaware:  KKR Millennium Fund L.P.  KKR Associates Millenium L.P.  KKR Millenium GP LLC  KKR 1996 Fund L.P.
	(c)	Suite 4200  New York, New York 10019 Citizenship Delaware:  KKR Millennium Fund L.P.  KKR Associates Millenium L.P.  KKR Millenium GP LLC  KKR 1996 Fund L.P.  KKR Associates 1996 L.P.  KKR 1996 GP LLC
	(c)	Suite 4200  New York, New York 10019 Citizenship Delaware:  KKR Millennium Fund L.P.  KKR Associates Millenium L.P.  KKR Millenium GP LLC  KKR 1996 Fund L.P.  KKR Associates 1996 L.P.

KKR Associates (Strata) L.P.

Strata L.L.C.

KKR Associates, L.P.

KKR Partners III, L.P. (Series F)

KKR III GP LLC

Alberta, Canada:

KKR European Fund, Limited Partnership

KKR Associates Europe, Limited Partnership

Cayman Islands

KKR Europe Limited

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

(e) CUSIP Number
774415103

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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:		
	(a)	0	Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).
	(b)	o	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
	(c)	0	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
	(d)	0	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
	(e)	0	An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
	(f)	0	An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
	(g)	0	A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
	(h)	0	A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
	(i)	0	A 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)	0	Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

5,404,211 shares are beneficially owned by KKR Millennium Fund L.P., for which KKR Associates Millennium L.P. is the general partner, and for which KKR Millennium GP LLC is the general partner of that limited partnership and exercises sole voting and investment power with respect to such shares; 958,315 of the 5,404,211 shares of common stock shown as beneficially owned by KKR Millennium Fund L.P. reflect shares of common stock issuable upon exercise of warrants held by KKR Millennium Fund L.P.

19,138,916 shares are beneficially owned by KKR 1996 Fund L.P., for which KKR Associates 1996 L.P. is the general partner, and for which KKR 1996 GP LLC is the general partner of that limited partnership and exercises sole voting and investment power with respect to such shares.

164,282 shares are beneficially owned by KKR Partners II, L.P., for which KKR Associates (Strata) L.P. is the general partner, and for which Strata L.L.C. is the general partner of that limited partnership and exercises sole voting and investment power with respect to such shares.

398,727 shares are beneficially owned by KKR Partners III, L.P. (Series F), for which KKR III GP LLC is the general partner and exercises sole voting and investment power with respect to such shares.

13,337,689 shares are beneficially owned by KKR European Fund, Limited Partnership, for which KKR Associates Europe, Limited Partnership is the general partner, and for which KKR Europe Limited is the general partner of that limited partnership and exercises sole voting and investment power with respect to such shares.

As members of KKR Millennium GP LLC, KKR 1996 GP LLC and KKR III GP LLC, Messrs. Henry R. Kravis, George R. Roberts, Paul E. Raether, Michael W. Michelson, James H. Greene, Perry Golkin, Johannes Huth, Alexander Navab and Todd A. Fisher may also be deemed to be beneficial owners of the securities held by KKR Millennium Fund L.P., KKR 1996 Fund L.P., and KKR Partners III, L.P. (Series F), respectively; as members of Strata L.L.C. and general partners of KKR Associates, L.P., Messrs Kravis, Roberts, Raether, Michelson, Greene and Golkin also may be deemed to be beneficial owners of the securities

held by KKR Partners II, L.P.; as members of KKR Millennium GP LLC and KKR III GP LLC, Messrs. Marc S. Lipschultz, Jacques Garaialde, Reinhard Gorenflos, Scott C. Nuttall and Michael M. Calbert may also be deemed to be beneficial owners of the securities held by KKR Millennium Fund L.P. and KKR Partners III, L.P., respectively; and as directors of KKR Europe Limited, Messrs. Kravis, Roberts, Raether, Michelson, Greene, Golkin, Huth, Navab, Fisher, Lipschultz and Garaialde also may be deemed to be beneficial owners of the securities held by KKR European Fund, Limited Partnership. Each Reporting Person other than the record holders disclaims beneficial ownership of the securities that may be deemed to be beneficially owned by such Reporting Person, except to the extent of such Reporting Person s own pecuniary interest therein.

An amendment to the Stockholders Agreement, dated as of July 29, 2004 (the Agreement ) by and among Rockwood Holdings, Inc. (the Company ), KKR 1996 Fund, L.P., KKR Partners II, L.P., KKR Millennium Fund, L.P., KKR Partners III, L.P., KKR European Fund, Limited Partnership (collectively, the KKR Entities ) 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 IIIGmbH & Co. KG, Millennium Partners II, L.P. and MBP III Plan Investors, L.P. (collectively, the Other Persons ) and waiver (the Amendment ) was entered into on January 27, 2006. The Amendment memorializes, among other things, an acknowledgment by the KKR Entities and the Other Persons that they will not act as a group with respect to the securities of the Company within the meaning of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the Exchange Act ). The Amendment was filed as an exhibit to the Company s Current Report on Form 8-K filed on February 2, 2006.

(b) Percent of class:

See Item 11 of each cover page, which is based upon Item 5 of each cover page. See Item 4(a)

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

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

See Item 5 of each cover page.

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

See Item 6 of each cover page.

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

See Item 7 of each cover page.

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

See Item 8 of each cover page.

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 o.

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 or Control Person

Not applicable.

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.

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## **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.

#### KKR MILLENNIUM FUND L.P

By: KKR Associates Millennium L.P., its general partner

By: KKR Millennium GP LLC, its general partner

By:

Name: Henry R. Kravis

Title: Member

#### KKR ASSOCIATES MILLENNIUM L.P.

By: KKR Millennium GP LLC, its general partner

By: \*

Name: Henry R. Kravis

Title: Member

#### KKR MILLENNIUM GP LLC

By: \*

Name: Henry Kravis

Title: Member

## KKR 1996 FUND L.P.

By: KKR Associates 1996 L.P., its general partner

By: KKR 1996 GP LLC, its general partner

By:

Name: Henry R. Kravis

Title: Member

#### KKR ASSOCIATES 1996 L.P

By: KKR 1996 GP LLC, its general partner

By: \*

Name: Henry R. Kravis

Title: Member

#### KKR 1996 GP LLC

By: \*

Name: Henry R. Kravis Title: Member

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#### KKR PARTNERS II, L.P.

By: KKR Associates (Strata) L.P., its general partner

By: Strata L.L.C., its general partner

By: \*

Name: Henry R. Kravis Title: Member

## KKR ASSOCIATES (STRATA) L.P.

By: Strata L.L.C., its general partner

By: \*

Name: Henry R. Kravis Title: Member

#### STRATA L.L.C.

By:

Name: Henry R. Kravis
Title: Member

#### KKR ASSOCIATES, L.P.

By:

Name: Henry R. Kravis Title: General Partner

## KKR PARTNERS III, L.P. (Series F)

By: KKR III GP L.L.C., its general partner

By:

Name: Henry R. Kravis Title: Member

#### KKR III GP L.L.C.

By:

Name: Henry R. Kravis Title: Member

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# KKR EUROPEAN FUND, LIMITED PARTNERSHIP

By: KKR Associates Europe, Limited Partnership,

its general partner

By: KKR Europe Limited, its general partner

By: \*

Name: Henry R. Kravis Title: Director

## KKR ASSOCIATES EUROPE, LIMITED

PARTNERSHIP

By: KKR Europe Limited, its general partner

By: \*

Name: Henry R. Kravis

Title: Director

#### KKR EUROPE LIMITED

By: \*

Name: Henry R. Kravis Title: Director

\*By: /s/ William J. Janetschek

William J. Janetschek, by power of attorney for all Reporting Persons

February 14, 2006

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## **EXHIBITS**

Exhibit 1 Joint Filing Agreement

Exhibit 2 Power of Attorney

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