

GILHULY EDWARD A
Form 3
August 12, 2005

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 *
GILHULY EDWARD A
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
08/12/2005

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
(Street)

(Check all applicable)

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

NEW YORK, NY 10019
(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 4,445,896 | I | See Notes <u>(1)</u> <u>(6)</u> |
| Common Stock, par value \$0.01 per share | 19,138,916 | I | See Notes <u>(2)</u> <u>(6)</u> |
| Common Stock, par value \$0.01 per share | 164,282 | I | See Notes <u>(3)</u> <u>(6)</u> |
| Common Stock, par value \$0.01 per share | 398,727 | I | See Notes <u>(4)</u> <u>(6)</u> |
| Common Stock, par value \$0.01 per share | 13,337,689 | I | See Notes <u>(5)</u> <u>(6)</u> |
| Series A Participating Preferred Stock, par value \$0.01 p/sh | 25,000 | I | See Notes <u>(1)</u> <u>(6)</u> <u>(7)</u> |

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)

| 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 Notes (1) (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GILHULY EDWARD A C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â X | Â X | Â | Â |

Signatures

/s/ William J. Janetschek,
Attorney-in-fact

08/12/2005

**Signature of Reporting Person

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) These securities are held of record by KKR Millennium Fund P. As the sole general partner of KKR Millennium Fund LP., KKR Associates Millennium L.P. may be deemed to be the beneficial owner of such securities held by KKR Millennium Fund LP. 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. As a member of KKR Millennium Fund GP LLC, the Reporting Person may also be deemed to be the beneficial owner of such securities held by KKR Millennium Fund L.P.

(2) These securities are held of record by KKR 1996 Fund L.P. 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 such securities 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 such securities held by KKR 1996 Fund L.P. As a member of KKR 1996 GP LLC, the Reporting Person may also be deemed to be the beneficial owner of such securities held by KKR 1996 Fund L.P.

(3) These securities are held of record by KKR Partners II, 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 such securities 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 such securities held by KKR Partners II, L.P. As a member of Strata L.L.C. and a general partner of KKR Associates, L.P. the Reporting Person may also be deemed to be the beneficial owner of such securities held by KKR Partners II, L.P.

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- (4) These securities are held of record by KKR Partners III, L.P. (Series F). As the sole general partner of KKR Partners III, LP., KKR III GP L.L.C. may be deemed to be the beneficial owner of such securities held by KKR Partners III, L.P. (Series F). As a member of KKR III GP LLC, the Reporting Person may also be deemed to be the beneficial owner of such securities held by KKR Partners III, L.P. (Series F).

- (5) The securities are held of record 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. As a director of KKR Europe Limited, the Reporting Person also may be deemed to be the beneficial owner of such securities held by KKR European Fund, Limited Partnership.

- (6) The filing of This statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the Reporting Person is the beneficial owner of any equity securities covered by this statement. The Reporting Person disclaims beneficial ownership of the securities that may be deemed to be beneficially owned by him, except to the extent of his own pecuniary interest therein.

- (7) The Issuer intends to redeem all of the outstanding Series A Participating Preferred Stock with a portion of the net proceeds from its initial public offering.

- (8) The Warrants to purchase Common Stock are exercisable at any time and expire on July 23, 2013.

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Remarks:

KKR Millennium GP LLC, KKR 1996 GP L.L.C., Strata L.L.C., KKR III GP LLC and KKR Europe Reporting Person is a member, and certain of their respective affiliates constitute a group with DLJ Partners for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended.

Exhibit 24 - Power of Attorney

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

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