

Rockwood Holdings, Inc.
Form 424B5
June 13, 2008

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount to be Registered	Proposed Offering Price Per Share(1)	Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, par value \$0.01 per share	11,500,000	\$41.74	\$480,010,000	\$18,864.40

(1) Estimated pursuant to Rule 457(c) under the Securities Act of 1933, as amended, the offering price and registration fee are based on the average of the high and low prices for the Common Stock on June 10, 2008, as reported on the New York Stock Exchange.

(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

PROSPECTUS SUPPLEMENT

(To Prospectus dated November 5, 2007)

10,000,000 Shares

Common Stock

The selling stockholders named in this prospectus supplement, including affiliates of Credit Suisse Securities (USA) LLC, are selling 10,000,000 shares of our common stock. We will not receive any proceeds from the sale of our common stock by the selling stockholders.

You should carefully read this prospectus supplement and the accompanying prospectus, together with the documents we incorporate by reference, before you invest in our common stock.

Our common stock is listed on the New York Stock Exchange under the symbol "ROC." The last reported sale price of our common stock on the New York Stock Exchange on June 11, 2008, was \$42.14 per share.

Investing in our common stock involves risks. See "Risk Factors" beginning on page S-10 of this prospectus supplement and on page 8 of the accompanying prospectus to read about factors you should consider before buying shares of our common stock. You should also consider the risk factors described in the documents we incorporate by reference.

The underwriter has agreed to purchase the shares of our common stock from the selling stockholders at a price of \$38.60 per share, which will result in approximately \$386,000,000 of proceeds to the selling stockholders.

The underwriter has the option to purchase up to an additional 1,500,000 shares from the selling stockholders for a period of 30 days from the date hereof.

The underwriter proposes to offer the shares of common stock from time to time for sale in one or more transactions on the New York Stock Exchange, in the over-the-counter market or through negotiated transactions or otherwise at market prices, at prices related to prevailing market prices or at negotiated prices.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The underwriter expects to deliver the shares to purchasers on or about June 17, 2008.

Credit Suisse

June 11, 2008

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering of shares of our common stock by the selling stockholders named herein. The second part is the accompanying prospectus, which provides more general information. This prospectus supplement and the accompanying prospectus are part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or the Commission, on November 5, 2007. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. If the description of this offering varies between the prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. This prospectus supplement contains information about the shares of our common stock offered in this offering and may add, update or change information in the accompanying prospectus. Before you invest in shares of our common stock, you should read this prospectus supplement, along with the accompanying prospectus, in addition to the information contained in the documents we refer to under the heading "Incorporation of Certain Information by Reference" in this prospectus supplement, which are incorporated by reference herein.

Terms used but not defined in this prospectus supplement shall have the meanings ascribed to them in the accompanying prospectus.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or any free writing prospectus prepared by us. Neither we nor the selling stockholders have authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should

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not rely on it. The selling stockholders are only offering to sell, and only seeking offers to buy, our common stock in jurisdictions where offers and sales are permitted.

Unless we indicate otherwise or the context otherwise requires, any references to "we," "our," "us," the "Company" or "Rockwood" refer to Rockwood Holdings, Inc. and its consolidated subsidiaries.

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FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements. Forward-looking statements are not statements of historical fact and may involve a number of risks and uncertainties. Forward-looking statements give our current expectations or forecasts of future events and estimates of amounts not yet determinable. We have used the words "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "predict," "could," "may" and other words and terms of similar meaning, including references to assumptions, in this report to identify forward-looking statements. These forward-looking statements are made based on expectations and beliefs concerning future events affecting us and are subject to uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control, that could cause our actual results to differ materially from those expressed in or implied by these forward-looking statements. In particular, these factors include, among other things:

our business strategy;

competitive pricing or product development activities affecting demand for our products;

fluctuations in interest rates, exchange rates and currency values;

availability and pricing of raw materials;

fluctuations in energy prices;

changes in the end-use markets in which our products are sold;

changes in the general economic conditions in North America and Europe and in other locations in which we currently do business;

technological changes affecting production of our materials;

governmental and environmental regulations and changes in those regulations;

hazards associated with chemicals manufacturing;

our high level of indebtedness;

risks associated with negotiating, consummating and integrating acquisitions;

risks associated with competition and the introduction of new competing products, especially in the Asia-Pacific region; and

risks associated with international sales and operations.

You should keep in mind that any forward-looking statements made by us in this prospectus supplement or elsewhere speak only as of the date on which we make them. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

INDUSTRY AND MARKET DATA

Although data regarding the specialty chemicals industry, our end-use markets, our market position and market share within our industry and our end-use markets are inherently imprecise, we believe such data are generally reliable. Industry surveys and publications generally state that the information contained therein has been obtained from sources believed to be reliable. We have not independently verified any of the data from third party sources. Similarly, while we believe internal company surveys and management estimates to be reliable, we have not verified them, nor have they been verified by any independent source. While we are not aware of any misstatements regarding any industry data presented or incorporated by reference herein, estimates, in particular as they relate to general expectations concerning the specialty chemicals industry, involve risks and uncertainties and are subject to change based on various factors, including those discussed under the captions "Risk Factors" and "Forward-Looking Statements" in this prospectus supplement.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere, or incorporated by reference, in this prospectus supplement. As a result, it does not contain all of the information that may be important to you or that you should consider before investing in our common stock. You should read this entire prospectus supplement and accompanying prospectus, including the "Risk Factors" sections and the documents incorporated by reference, which are described under "Incorporation of Certain Information by Reference" in this prospectus supplement.

Our Company

Rockwood is a global developer, manufacturer and marketer of technologically advanced, high value-added specialty chemicals and advanced materials used for industrial and commercial purposes. Our products consist primarily of inorganic chemicals and solutions and engineered materials. They are often customized to meet the complex needs of our customers and to enhance the value of their end products by improving performance, providing essential product attributes, lowering costs or making them more environmentally friendly. We generally compete in niche markets in a wide range of end-use markets, including construction, life sciences (including pharmaceutical and medical markets), electronics and telecommunications, metal treatment and general industrial and consumer products markets. No single end-use market accounted for more than 16% of our 2007 net sales.

We have a number of growth businesses, which are complemented by a diverse portfolio of businesses that historically have generated stable revenues. Our high margins, strong cash flow generation, capital discipline and ongoing productivity improvements provide us with a platform to capitalize on market growth opportunities.

We operate globally, manufacturing our products in 91 manufacturing facilities in 25 countries and selling our products and providing our services to more than 60,000 customers, including some of the world's preeminent companies. We believe our products are generally critical to our customers' products' performance, but account for a small percentage of the total cost of their products. No single customer accounted for more than 2% of our 2007 net sales.

We currently operate our business through the following five business segments: (1) Specialty Chemicals; (2) Performance Additives; (3) Titanium Dioxide Pigments; (4) Advanced Ceramics; and (5) Specialty Compounds. The following table sets forth for each of our five segments net sales of such segment, and the percentage of our net sales for the year ended December 31, 2007, as well as our principal products and our principal end-use markets. For financial information about each segment, see Note 4, "Segment Information," in the consolidated financial statements in our annual report on Form 10-K for the year ended December 31, 2007, which is incorporated by reference herein.

Segment	2007 Net Sales		Principal Products	Principal End-Use Markets
	\$ in Millions	% of Total		
Specialty Chemicals	\$ 1,082.9	35%	Lithium compounds and chemicals Metal surface treatment chemicals including corrosion protection/prevention oils Synthetic metal sulfides Maintenance chemicals	Automotive Pre-coating metal treatment and car body pre-treatment Steel and metal working Life sciences (pharmaceutical synthesis and polymers) Polymerization initiators for elastomers Aerospace Batteries Disc brakes Aircraft industry

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Performance Additives	\$	832.7	27%	Iron oxide pigments Wood protection products Inorganic chemicals Synthetic and organic thickeners Branded specialty pool, spa performance chemicals, algaecides and aquatic herbicides	Residential and commercial construction, coatings and plastics Coatings Personal care, paper manufacturing, foundries Pool products distributors, private and public lakes, ponds and reservoirs
Titanium Dioxide Pigments	\$	479.9	15%	Titanium dioxide pigments Barium compounds Zinc compounds Flocculants	Synthetic fibers for clothing Plastics Paper Paints and coatings Pharmaceutical contrast media Water treatment
Advanced Ceramics	\$	452.5	14%	Ceramic-on-ceramic ball head and liner components used in hip joint prostheses systems Ceramic tapes Cutting tools Other ceramic components	Medical (hip replacement surgery) Mechanical systems Electronics Automotive
Specialty Compounds	\$	276.6	9%	High specification compounds such as polyvinyl chloride (PVC) and thermoplastic elastomer (TPE)	Voice and data transmission cables, food and beverage, packaging, medical applications, footwear and automotive
Corporate and other (a)	\$	11.8	%	Wafer recycling and repair	Semiconductors manufacturing
	\$	<u>3,136.4</u>	<u>100%</u>		

(a) Represents our European wafer reclaim business that was retained and not included as part of the sale of our Electronics business in December 2007. Our wafer reclaim business line is a provider of semiconductor wafer refurbishment services with market positions in Europe. This business works with semiconductor manufacturers to refurbish used test wafers and return them to the manufacturer for reuse in test and process monitor applications.

Our Competitive Strengths

Leading market positions. We believe we hold leading market positions within many of our businesses. For example, we believe that based on our 2007 net sales, we have leading market positions for the following products in our segments:

Operating Segment	Products	Market Positions
Specialty Chemicals	Lithium compounds and chemicals Metal surface treatment chemicals and related services	#1 globally A leading global producer
Performance Additives	Synthetic iron oxide pigments Wood protection products	One of top 3 globally One of top 3 globally
Titanium Dioxide Pigments	Anatase titanium dioxide pigment for the synthetic fiber manufacturing industry Zinc- and barium-based pigments	A leading global producer A leading global producer
Advanced Ceramics	Ceramic-on-ceramic ball head and liner components used in hip joint prostheses systems Ceramics cutting tools	#1 globally #1 in Europe
Specialty Compounds	Value-added thermoplastics compounds for use in high-end data and video communication wire and cable	#1 in North America

Specialty businesses in niche markets with significant barriers to entry. We believe that nearly all of our businesses operate in niche markets protected by significant barriers to entry. We believe that many of our customers would experience significant disruption and costs if they were to switch to another supplier because we use our technological know-how to develop and manufacture products that meet specific customers' performance requirements.

Diverse customer and end-use market base. We operate a diverse portfolio of distinct specialty chemicals and advanced materials businesses. We have more than 60,000 customers worldwide that cover a wide variety of industries and geographic areas. Of our 2007 net sales, 52% were shipments to Europe, 31% to North America (predominantly the United States) and 17% to the rest of the world. No customer accounted for more than 2% of such net sales, and our top ten customers represented only approximately 8% of such net sales. Our largest end-use market represented approximately 16% of such net sales.

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The following chart provides a breakdown of our 2007 net sales by end-use markets:

Within these end-use markets, there is further diversification by sector, product and region. For example, within the construction end-use market, our Performance Additives segment companies provide materials for new construction as well as supplying companies that focus on remodeling and renovation. In addition, we serve construction materials clients in both the residential and commercial sectors located in North America, Europe and Asia. Within the life sciences end-use market, we serve a number of sectors including: the medical applications sector through our Specialty Compounds and Advanced Ceramics segments, and the pharmaceutical sector through our Specialty Chemicals segment.

Limited exposure to raw materials and energy prices. We have a broad raw material base consisting primarily of inorganic (non-petrochemical) materials, most of which are readily available and whose prices follow their own individual supply and demand relationships and have historically shown little correlation to each other. Our largest and second largest raw material purchases represented approximately 1.7% and 1.6% of our 2007 net sales, respectively, while our top ten raw material purchases represented just above 10% of our 2007 net sales. Further, our exposure to energy prices is limited as energy costs accounted for approximately 4% of our 2007 net sales.

Leading technologies and strong brand names. We believe we are recognized as an innovative industry leader in many of our businesses due to our technological know-how and strong customer focus. We identify, commercialize and market new products, which we develop internally or with third parties through acquisitions or license agreements. We believe that a number of our products and business brands have gained strong recognition in the industries in which we compete.

Experienced and proven management team with significant equity interests. We have an experienced management team led by Seifi Ghasemi, our chairman and chief executive officer, Robert Zatta, our senior vice president and chief financial officer, and Thomas Riordan, our senior vice president, law

and administration, with a proven record of financial and operational excellence. Members of management and certain other employees currently hold approximately 6.0% of the outstanding shares of our common stock on a fully-diluted basis.

Our Business Strategy

Building on these strengths, we plan to continue our existing strategy to grow revenue and cash flow and increase profitability as follows:

Capitalize on expected market growth opportunities. We expect our businesses to benefit from a number of growth trends, including:

Specialty Chemicals increased demand for longer-life lithium-based batteries in automobiles and electronics and lithium compounds in pharmaceuticals;

Performance Additives demand for the use of organic next generation wood preservative products;

Titanium Dioxide Pigments sales of newly-introduced nano-particle titanium dioxide pigments that are used to provide ultraviolet light protection for plastics and coatings; and

Advanced Ceramics a growing trend toward replacing plastics and metals with high-performance ceramics and increasing use of ceramic substrates for electronics.

Focus on our core businesses. We intend to focus on our core businesses that have market and technology leadership, growth opportunities and higher margins. We set aggressive performance targets for all of our businesses and will refocus or divest those businesses or segments that fail to meet our targets or do not fit our long-term strategies. For example, in early 2007 we divested our Groupe Novasep segment, which focused on the custom synthesis and production of active ingredients for pharmaceuticals and the development of purifications solutions, and the U.S. operations of our wafer reclaim business. In addition, in December 2007, we completed the sale our Electronics segment, excluding our European wafer reclaim business.

Achieve profitable growth through selective acquisitions and strategic alliances. We intend to continue to selectively pursue cash flow accretive acquisitions and strategic alliances in order to strengthen and expand our existing business lines and enter into complementary business lines. For example:

In December 2005, we acquired the rheological additives and carbonless developers businesses of Süd-Chemie AG. This acquisition complements our existing business and allows us to better serve our customers with a broader product line, enhanced technical resources and increased production capability.

In January 2007, we formed a joint venture with Rohm and Haas Company bringing together their wood biocide business and our wood protection business and distribution channels to take advantage of customer desire for the introduction of next generation organic wood preservatives. Our alliance expects to begin commercialization of these products in the second half of 2008.

In August 2007, we completed the acquisition of the global color pigments business of Elementis plc.

In May 2008, we entered into a joint venture agreement with Kemira Oyj ("Kemira") pursuant to which we will combine our titanium dioxide and functional additive businesses with Kemira's titanium dioxide business. The closing of the transaction is expected to occur in the third quarter of 2008, subject to regulatory approval.

Although we are not subject to any agreement or binding letter of intent with respect to potential acquisitions, we are engaged in acquisition discussions with other parties.

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Reduce financial leverage. Since our initial public offering in August 2005, we have significantly reduced our debt and our debt-to-adjusted EBITDA ratios. For example, we used a significant portion

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of the proceeds from the sale of our Groupe Novasep segment to repay indebtedness. We believe that our strong cash flow generation from organic growth opportunities within our existing markets, cost-reduction programs and productivity gains applied to our businesses and improved working capital management will further reduce our leverage ratios.

Recent Developments

On May 21, 2008, we entered into a definitive agreement with Kemira to form a joint venture that will focus on specialty titanium dioxide pigments. The joint venture will combine our titanium dioxide pigments and functional additives business, which is part of our Titanium Dioxide Pigments segment, including our production facility in Duisburg, Germany, and Kemira's titanium dioxide pigments business, including Kemira's titanium dioxide plant in Pori, Finland. The joint venture will focus on producing and marketing specialty titanium dioxide pigments for the synthetic fiber, packaging inks, cosmetics, pharmaceutical and food industries. The formation of the joint venture is subject to regulatory approval. We expect to close the joint venture in the third quarter of 2008. We will retain ownership of our water treatment business which represents the remaining portion of our Titanium Dioxide Pigments segment.

We expect to own approximately 61% of the joint venture and Kemira will own the remaining portion. We currently expect the joint venture to purchase the assets from Kemira and us, in part, with borrowings under a term loan of up to €300 million (or \$469 million based upon the June 9, 2008 exchange rate of €1.00 = \$1.5647). In addition, the joint venture currently expects to enter into a €30 million revolving credit facility (or \$47 million based upon the same exchange rate) to finance its operations. The joint venture is also expected to assume a note payable related to certain Kemira pension assets of approximately €23.2 million (or \$36.3 million based upon the same exchange rate). We expect to receive a cash payment funded from the term loan borrowings based on our ownership percentage. In the event we and Kemira are unable to negotiate terms of the term loan that are satisfactory to Kemira and us, we and Kemira may develop an alternative capital structure, contribute cash to the joint venture, reduce the amount of indebtedness incurred by the joint venture and/or revise the ownership structure of the joint venture.

We estimate that, on a pro forma basis, the joint venture would have had pro forma revenues of approximately €556 million (or \$762 million based upon the 2007 average exchange rate of €1.00 = \$1.3709) for the year ended December 31, 2007, as if the transaction had occurred on January 1, 2007. This pro forma revenue data is provided for illustrative purposes only and is not necessarily indicative of the results of operations of future periods or the revenues that actually would have been realized had the joint venture been operating during this period. We expect, based on information currently available, that we will consolidate the joint venture and report Kemira's interest as a minority interest in our consolidated financial statements. We are currently in the preliminary stages of gathering information for the fair value appraisal of the assets contributed by Kemira and the joint venture as a whole. If we determine that it is appropriate to consolidate the joint venture, the net assets contributed by Kemira will be recorded at fair value while the net assets contributed by us will continue to be recorded at historical book value, subject to any asset impairment determination. The accounting treatment for the joint venture is subject to change based upon further analysis, additional facts as they become available and the closing of the joint venture.

THE OFFERING

Common stock offered by the selling stockholders	10,000,000 shares (11,500,000 shares if the underwriter exercises its option to purchase additional shares in full)
Common stock to be outstanding after this offering	73,920,107 shares
Selling stockholders	Kohlberg Kravis Roberts & Co. L.P., or KKR, DLJ Merchant Banking Partners III, L.P., or DLJMB, and certain management stockholders are offering shares of common stock pursuant to this prospectus supplement. See "Selling Stockholders."
Use of proceeds	We will not receive any proceeds from the sale of stock by the selling stockholders. One of the selling stockholders, DLJMB, is an affiliate of Credit Suisse Securities (USA) LLC, the underwriter in this offering.
New York Stock Exchange symbol	ROC

Unless otherwise expressly stated or the context otherwise requires, the information in this prospectus supplement assumes no exercise of the underwriter's option to purchase up to an additional 1,500,000 shares of common stock from the selling stockholders.

Risk Factors

Investing in our common stock involves substantial risk. See "Risk Factors" in this prospectus supplement and the accompanying prospectus, and the risk factors in the documents we incorporate by reference, for a description of the risks you should consider before investing in our common stock.

RISK FACTORS

Investing in our common stock involves risks and we urge you to carefully consider the risks described below, the risk factors beginning on page 8 of the accompanying prospectus and the risk factors contained in the documents we incorporate by reference as well as the other information we have provided in this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference, before reaching a decision regarding an investment in our common stock.

Risks Related to this Offering

The price of our common stock may fluctuate, which may make it difficult for you to resell your common stock when you want or at prices you find attractive.

The price of our common stock on the New York Stock Exchange, or NYSE, constantly changes. We expect that the market price of our common stock will continue to fluctuate. Holders of our common stock will be subject to the risk of volatility and changes in prices.

Our common stock price can fluctuate as a result of a variety of factors, many of which are beyond our control. These factors include:

new laws or regulations or new interpretations of existing laws or regulations applicable to our business;

changes in accounting standards, policies, guidance, interpretations or principles;

our ability to raise additional capital;

sales of common stock by us or members of our management team;

quarterly variations in our operating results;

operating results that vary from the expectations of management, securities analysts and investors;

changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors;

developments generally affecting our industry;

changes in our dividend policy;

future sales of our equity securities; and

general domestic economic conditions.

In addition, the stock market may experience volatility unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the market price of our common stock.

Anti-takeover measures Certain provisions in our amended and restated certificate of incorporation and amended and restated bylaws may prevent another party's ability to acquire us without approval by our board of directors, which may deprive you of the opportunity to obtain a takeover premium for your shares.

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Our amended and restated certificate of incorporation and our amended and restated bylaws contain a number of anti-takeover measures. For example, our amended and restated certificate of incorporation provides for a classified board of directors, limitations on the removal of directors, the inability of stockholders to act by written consent (subject to certain exceptions), call special meetings or fill vacancies on our board of directors; requires stockholders to give advance notice for stockholder

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proposals and director nominations; and authorizes the issuance of preferred stock without stockholder approval and upon such terms as our board of directors may determine.

These provisions may discourage potential acquisition proposals and may delay, deter or prevent a change of control of our company, including through transactions, and, in particular, unsolicited transactions, that some or all of our stockholders might consider to be desirable and through which some or all of our stockholders may obtain a premium for their shares. They may also adversely affect the prevailing market price of the common stock.

Absence of Dividends *We may not pay dividends on our common stock at any time in the foreseeable future.*

We are a holding company, and our ability to pay dividends may be limited by restrictions upon transfer of funds by our subsidiaries, including those which are contained in the senior secured credit agreement of our subsidiary, Rockwood Specialties Group, Inc., or "Group", the indenture governing our Senior Subordinated Notes due 2014 and those of any future outstanding indebtedness we or our subsidiaries may incur. Any decision to declare and pay dividends in the future will be made at the discretion of our board of directors and will depend on, among other things, our results of operations, financial condition, cash requirements, contractual restrictions and other factors that our board of directors may deem relevant. We currently have no intention of paying dividends on our common stock at any time in the foreseeable future.

Net Loss *We have experienced losses in the past and may experience losses in the future and cannot be certain that our net operating loss carryforwards will continue to be available to offset our tax liability.*

We have incurred net losses in the past and we may incur net losses in the future. We may not generate cash flow sufficient to meet debt service obligations and other capital requirements, such as working capital and maintenance capital expenditures. As of March 31, 2008, we had deferred tax assets of \$69.0 million related to worldwide net operating loss carryforwards. Additionally, at March 31, 2008, we had a total valuation allowance of \$145.3 million. If our operating performance deteriorates in the future in certain tax jurisdictions or a person or group of related persons acquires a certain ownership interest in our outstanding common stock, under the tax regulations in certain jurisdictions, such as Germany, we may be unable to realize all or a portion of these net operating loss carryforwards and/or we may be required to record an additional valuation allowance.

USE OF PROCEEDS

All of the shares of common stock offered pursuant to this prospectus supplement will be sold by the selling stockholders. We will not receive any proceeds from the sale of our common stock by the selling stockholders. One of the selling stockholders, DLJMB, is an affiliate of Credit Suisse Securities (USA) LLC, the underwriter in this offering. See "Selling Stockholders" and "Underwriting".

PRICE RANGE OF COMMON STOCK AND DIVIDEND POLICY

Our common stock has traded on the NYSE, under the symbol "ROC," since August 16, 2005. Prior to that time, there was no public market for our stock. The following table sets forth the high and low sales prices per share of our common stock, as reported by the NYSE for the periods indicated.

	<u>High</u>	<u>Low</u>
2008		
Second Quarter (through June 11, 2008)	\$ 43.71	\$ 37.48
First Quarter	34.76	26.82
2007		
Fourth Quarter	\$ 40.00	\$ 31.00
Third Quarter	39.32	29.16
Second Quarter	37.06	27.48
First Quarter	28.41	24.12
2006		
Fourth Quarter	\$ 26.05	\$ 19.79
Third Quarter	23.60	19.56
Second Quarter	24.90	21.40
First Quarter	24.36	19.05
2005		
Fourth Quarter	\$ 20.40	\$ 17.93
Third Quarter (commencing August 16, 2005)	20.40	17.55

The closing price of our common stock, as reported by the NYSE, on June 11, 2008 was \$42.14 per share. As of June 1, 2008, there were 73,920,107 shares of common stock outstanding and approximately 112 holders of record of our common stock.

Dividend Policy

We do not currently intend to pay any periodic cash dividends on our common stock, and instead intend to retain earnings, if any, for future operation and expansion and debt repayment. We are a holding company that does not conduct any business operations of our own. As a result, we are dependent upon cash dividends and distributions and other transfers from our subsidiaries to make dividend payments on our common stock. The amounts available to us to pay cash dividends are restricted by our subsidiaries' debt agreements. Under Rockwood Specialties Group Inc.'s senior secured credit facilities and indenture governing the 2014 notes, Rockwood Specialties Group is generally restricted from making dividends or other distributions to us. Any decision to declare and pay dividends in the future will be made at the discretion of our board of directors and will depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions and other factors that our board of directors may deem relevant.

MANAGEMENT

Information concerning our directors and executive officers and our policies relating to corporate governance is included under the caption "Proposal One Election of Directors," "Corporate Governance and Related Matters," "Executive Officers," "Stock Ownership Section 16(a) Beneficial Ownership Reporting Compliance," in the Proxy Statement for the 2008 Annual Meeting of Stockholders, which is incorporated by reference herein.

SELLING STOCKHOLDERS

The table below sets forth the names of the selling stockholders and the number of shares of common stock offered hereby.

The number of shares outstanding and the percentages of beneficial ownership are based on 73,920,107 shares of common stock outstanding as of June 1, 2008.

Name of Selling Stockholder	Beneficial Ownership of Shares of Common Stock Prior to the Offering(1)	Percent of Shares of Common Stock Owned Before the Offering	Shares of Common Stock Offered in the Offering		Beneficial Ownership of Common Stock After the Offering		Percent of Shares of Common Stock Owned After the Offering	
			Assuming no exercise of option to purchase additional shares	Assuming full exercise of option to purchase additional shares	Assuming no exercise of option to purchase additional shares	Assuming full exercise of option to purchase additional shares	Assuming no exercise of option to purchase additional shares	Assuming full exercise of option to purchase additional shares
KKR(2)	30,668,905	41.0%	7,575,881	8,741,109	23,093,024	21,927,796	30.8%	29.3%
DLJMB(3)	8,677,600	11.7%	2,149,842	2,480,504	6,527,758	6,197,096	8.8%	8.4%
Seifi Ghasemi(4)	1,023,157	1.4%	99,500	99,500	923,657	923,657	1.2%	1.2%
Robert J. Zatta(5)	224,509	*	21,000	21,000	203,509	203,509	*	*
Thomas J. Riordan(6)	257,548	*	30,000	30,000	227,548	227,548	*	*
Robert Gingue(7)	146,651	*	22,245	22,245	124,406	124,406	*	*
Other Selling Stockholders(8)	669,476	*	101,532	105,642	567,944	563,834	*	*

*

Less than 1 percent of shares of common stock outstanding.

(1)

The amounts and percentages of our common stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a "beneficial owner" of a security if that person has or shares "voting power," which includes the power to vote or to direct the voting of such security, or "investment power," which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Under these rules, more than one person may be deemed to be a beneficial owner of such securities as to which such person has an economic interest.

(2)

KKR affiliates currently beneficially own as a group 30,668,905 shares of our common stock as follows:

4,312,423 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 4,312,423 shares of our common stock shown as beneficially owned by KKR Millennium Fund L.P. reflect shares of common stock issuable upon exercise of warrants issued

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in connection with the July 2003 debt refinancing;

15,174,368 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;

131,093 shares are beneficially owned by KKR Partners II, L.P., for which KKR Associates (Strata) L.P. and KKR Associates, L.P. are the general partners, and for which Strata L.L.C. is

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the general partner of KKR Associates (Strata) L.P. and exercises sole voting and investment power with respect to such shares;

318,174 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;

10,643,136 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; and

89,711 shares are beneficially owned by Aurora Investments II, LLC for which the managing members are Messrs. Henry R. Kravis and George R. Roberts.

In addition, KKR affiliates may be deemed by virtue of their rights under the stockholders' agreement entered into with us and DLJMB, to share investment power with respect to the shares held by DLJMB but disclaim beneficial ownership of 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. As managing members of Aurora Investments II, LLC, Messrs. Kravis and Roberts may be deemed to be beneficial owners of securities held by Aurora Investments II, LLC. Brian F. Carroll is our director and executive of KKR, and as such may be deemed to share beneficial ownership of any shares beneficially owned by KKR. Each person other than the record holders disclaims beneficial ownership of the securities that may be deemed to be beneficially owned by such person, except to the extent of such person's own pecuniary interest therein.

An amendment to the Stockholders Agreement, dated as of July 29, 2004 by and among Rockwood, KKR and DLJMB, and waiver (the "Amendment") was entered into on January 27, 2006. The Amendment memorializes, among other things, an acknowledgment by KKR and DLJMB 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 Amendment was filed as an exhibit to the Company's Current Report on Form 8-K filed on February 2, 2006.

The address for each of the foregoing is 9 West 57th Street, New York, NY 10019.

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The 7,575,881 shares being offered by KKR affiliates assuming no exercise of the option to purchase additional shares (or the 8,741,109 shares being offered by KKR affiliates assuming full exercise of the option to purchase additional shares) in this offering are being offered as follows:

Name of Fund	Shares of Common Stock Offered in the Offering	
	Assuming no exercise of option to purchase additional shares	Assuming full exercise of option to purchase additional shares
KKR Millennium Fund L.P.	1,068,387	1,232,713
KKR 1996 Fund L.P.	3,759,393	4,337,616
KKR Partners II, L.P.	32,478	37,473
KKR Partners III, L.P. (Series F)	78,826	90,951
KKR European Fund, Limited Partnership	2,636,797	3,042,356
Total	7,575,881	8,741,109

(3)

DLJMB beneficially own 8,677,600 shares of our common stock as follows:

6,874,566 shares are beneficially owned by DLJ Merchant Banking Partners III, L.P.;

121,446 shares are beneficially owned by DLJ Offshore Partners III-1, C.V.;

86,517 shares are beneficially owned by DLJ Offshore Partners III-2, C.V.;

473,232 shares are beneficially owned by DLJ Offshore Partners III, C.V.;

57,387 shares are beneficially owned by DLJMB Partners III GmbH & Co. KG;

39,039 shares are beneficially owned by Millennium Partners II, L.P.;

1,025,413 shares are beneficially owned by MBP III Plan Investors, L.P., all of which form a part of Credit Suisse's Alternative Capital Division; and

On January 11, 2006, 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 III GmbH & Co. KG, Millennium Partners II, L.P., MBP III Plan Investors, L.P., or the DLJ Entities, and Credit Suisse First Boston LLC (now known as Credit Suisse Securities (USA) LLC), entered into a voting trust agreement with Wells Fargo Bank, N.A., as trustee, pursuant to which, among other things, the DLJ Entities deposited 7,309,291 shares of common stock (representing 9.9% of the outstanding shares of common stock) into a trust created by the voting trust agreement and gave the trustee the exclusive right to vote the trustee shares. The trustee will be the record holder of the trustee shares and the DLJ Entities will hold trust certificates representing the trustee shares. While the trustee will have the exclusive right to vote the trustee shares, the DLJ Entities will maintain and continue to have dispositive power over the trustee shares. As of December 31, 2007, 5,077,507 shares of Common Stock were deposited into the Trust.

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Susan Schnabel, one of our directors, does not have sole or shared voting or dispositive power over shares held by DLJMB and therefore does not have beneficial ownership of such shares.

The address for each of the foregoing is 11 Madison Avenue, New York, New York, 10010, except that the address of DLJ Offshore Partners III-1 C.V., DLJ Offshore Partners III-2 C.V. and DLJ Offshore Partners III, C.V. is John B. Gosiraweg 14, Willemstad, Curacao, Netherlands Antilles. Susan Schnabel is one of our directors and an employee of Credit Suisse's Alternative Capital Division, of which DLJMB is a part.

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The 2,149,842 shares being offered by DLJMB assuming no exercise of the option to purchase additional shares (or the 2,480,504 shares being offered by DLJMB affiliates assuming full exercise of the option to purchase additional shares) in this offering are being offered as follows:

Name of Fund	Shares of Common Stock Offered in the Offering	
	Assuming no exercise of option to purchase additional shares	Assuming full exercise of option to purchase additional shares
DLJ Merchant Banking Partners III, L.P.	1,703,148	1,965,104
DLJ Offshore Partners III-1, C.V.	30,088	34,716
DLJ Offshore Partners III-2, C.V.	21,434	24,731
DLJ Offshore Partners III, C.V.	117,241	135,274
DLJMB Partners III GmbH & Co. KG	14,217	16,404
Millennium Partners II, L.P.	9,672	11,159
MBP III Plan Investors, L.P.	254,042	293,116
Total	2,149,842	2,480,504

- (4) Shares of our common stock shown as beneficially owned by Mr. Ghasemi include 830,255 shares underlying exercisable stock options held by him and 192,902 shares purchased by him, but excludes 68,452 vested restricted stock units held by Mr. Ghasemi, 369,971 shares underlying unexercisable stock options and 98,944 shares underlying unvested performance restricted stock units.
- (5) Shares of our common stock shown as beneficially owned by Mr. Zatta include 180,943 shares underlying exercisable stock options held by him, and 43,566 shares purchased by him, but exclude 79,412 shares underlying unexercisable stock options and 21,210 shares underlying unvested performance restricted stock units.
- (6) Shares of our common stock shown as beneficially owned by Mr. Riordan include 206,210 shares underlying exercisable stock options held by him and 51,338 shares purchased by him, but exclude 81,196 shares underlying unexercisable stock options and 18,443 shares underlying unvested performance restricted stock units.
- (7) Shares of our common stock shown as beneficially owned by Mr. Gingue include 101,870 shares underlying exercisable stock options held by him and 44,781 shares purchased by him, but exclude 107,179 shares underlying unexercisable stock options and 14,604 shares underlying unvested performance restricted stock units.
- (8) The common stock beneficially owned by the Other Selling Stockholders was purchased by certain of our current employees pursuant to a management stockholder agreement entered into by such employee with us.

UNDERWRITING

Under the terms of an underwriting agreement which will be filed under a Form 8-K, Credit Suisse Securities (USA) LLC is acting as underwriter and has agreed to purchase from the selling stockholders all shares of common stock offered pursuant to this offering.

The underwriting agreement provides that the underwriter's obligation to purchase shares of common stock depends on the satisfaction of the conditions contained in the underwriting agreement, including:

the obligation to purchase all of the selling stockholders' shares of common stock offered hereby if any of the shares are purchased;

the representations and warranties made by us and the selling stockholders to the underwriter are true;

there is no material change in the financial markets; and

we and the selling stockholders deliver customary closing documents to the underwriter.

The underwriter has the option to purchase up to an additional 1,500,000 shares of our common stock from the selling stockholders for a period of 30 days from the date hereof.

The underwriter proposes to offer our shares of common stock from time to time for sale in one or more transactions on the NYSE, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices, subject to receipt and acceptance by them and subject to their right to reject any order in whole or in part. In connection with the sale of our shares of common stock offered hereby, the underwriter may be deemed to have received compensation in the form of underwriting discounts. The underwriter may effect such transactions by selling our shares of common stock to or through dealers, and such dealers may receive compensation in the form of discounts or commissions from the underwriter and/or purchasers of our shares of common stock for whom they may act as agents or to whom they may sell as principals.

Expenses

We estimate that the total expenses of this offering, excluding underwriting discounts and commissions that will be paid by the selling stockholders, will be approximately \$400,000. We will pay such expenses.

Lock-Up Agreements

We, our directors, including our chairman and chief executive officer, and affiliates of KKR and DLJMB have agreed with Credit Suisse Securities (USA) LLC, subject to certain exceptions, not to directly or indirectly offer, pledge, announce the intention to sell, sell, contract to sell, sell an option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of any common stock or any securities which may be converted into or exchanged for any common stock or enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of the common stock for a period of 90 days from the date of this prospectus supplement except with prior written consent of Credit Suisse Securities (USA) LLC.

Indemnification

We and the selling stockholders have agreed to indemnify the underwriter against liabilities relating to this offering, including liabilities under the Securities Act, and to contribute to payments that the underwriter may be required to make for these liabilities.

Stabilization, Short Positions and Penalty Bids

The underwriter may engage in stabilizing transactions, covering transactions or purchases for the purpose of pegging, fixing or maintaining the price of the common stock, in accordance with Regulation M under the Exchange Act:

Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum.

Covering transactions involve purchases of the common stock in the open market after the distribution has been completed in order to cover short positions.

These stabilizing transactions and covering transactions may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of the common stock. As a result, the price of the common stock may be higher than the price that might otherwise exist in the open market. These transactions may be effected on the NYSE or otherwise and, if commenced, may be discontinued at any time.

Neither we nor the underwriter make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the common stock. In addition, neither we nor the underwriter make any representation that the underwriter will engage in these stabilizing transactions or that any transaction, once commenced, will not be discontinued without notice.

Stamp Taxes

If you purchase shares of common stock offered in this prospectus supplement, you may be required to pay stamp taxes and other charges under the laws and practices of the country of purchase, in addition to the offering price listed on the cover page of this prospectus supplement.

Electronic Distribution

A prospectus supplement in electronic format may be made available on Internet sites or through other online services maintained by the underwriter and/or selling group members, if any, participating in this offering, or by their affiliates. In those cases, prospective investors may view the prospectus supplement online and, depending upon the particular underwriter or selling group member, if any, prospective investors may be allowed to place orders online. The underwriter may agree with us to allocate a specific number of shares for sale to online brokerage account holders. Any such allocation for online distributions will be made by the underwriter on the same basis as other allocations. In addition, the underwriter may distribute prospectuses electronically.

Other than the prospectus supplement in electronic format, information on the underwriter or selling group member's website and any information contained in any other website maintained by the underwriter or selling group member, if any, is not part of this prospectus supplement, the accompanying prospectus or the registration statement of which these prospectus supplement and accompanying prospectus form a part, has not been approved and/or endorsed by us or the underwriter or selling group member, if any, in its capacity as underwriter or selling group member and should not be relied on by investors.

Other Relationships

Credit Suisse Securities (USA) LLC has performed and may in the future perform investment banking and advisory services for us from time to time for which it has received or may in the future receive customary fees and expenses. DLJMB, an affiliate of Credit Suisse Securities (USA) LLC, beneficially owns approximately 11.7% of our common stock. DLJMB will participate in this offering as a selling stockholder and following the completion of this offering (assuming no exercise of the underwriter's option to purchase additional shares), DLJMB will beneficially own 8.8% of our common stock.

Selling Restrictions

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), the underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) it has not made and will not make an offer of shares to the public in that Relevant Member State prior to the publication of a prospectus in relation to the shares which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of shares to the public in that Relevant Member State at any time:

- (a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
- (b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43,000,000 and (3) an annual net turnover of more than €50,000,000, as shown in its last annual or consolidated accounts;
- (c) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the underwriter for any such offer; or
- (d) in any other circumstances which do not require the publication by the Issuer of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of shares to the public" in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe the shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

The underwriter has represented and agreed that:

it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the "FSMA")) received by it in connection with the issue or sale of the shares in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and

it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares in, from or otherwise involving the United Kingdom.

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The shares may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (ii) to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a "prospectus" within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

This prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the shares may not be circulated or distributed, nor may the shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the shares are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the shares under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

The securities have not been and will not be registered under the Securities and Exchange Law of Japan (the Securities and Exchange Law) and the underwriter has agreed that it will not offer or sell any securities, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Securities and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

**CERTAIN UNITED STATES FEDERAL INCOME AND ESTATE TAX
CONSEQUENCES TO NON-U.S. HOLDERS**

The following is a summary of certain United States federal income and estate tax consequences of the purchase, ownership and disposition of our common stock as of the date hereof. Except where noted, this summary deals only with common stock that is held as a capital asset by a non-U.S. holder.

A "non-U.S. holder" means a person (other than a partnership) that is not for United States federal income tax purposes any of the following:

an individual citizen or resident of the United States;

a corporation (or any other entity treated as a corporation for United States federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;

an estate the income of which is subject to United States federal income taxation regardless of its source; or

a trust if it (1) is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

This summary is based upon provisions of the Internal Revenue Code of 1986, as amended (the "Code") and regulations, rulings and judicial decisions as of the date hereof. Those authorities may be changed, perhaps retroactively, so as to result in United States federal income and estate tax consequences different from those summarized below. This summary does not address all aspects of United States federal income and estate taxes and does not deal with foreign, state, local or other tax considerations that may be relevant to non-U.S. holders in light of their personal circumstances. In addition, it does not represent a detailed description of the United States federal income and estate tax consequences applicable to you if you are subject to special treatment under the United States federal income tax laws (including if you are a United States expatriate, "controlled foreign corporation," "passive foreign investment company" or a partnership or other pass-through entity for United States federal income tax purposes). We cannot assure you that a change in law will not alter significantly the tax considerations that we describe in this summary.

If a partnership holds our common stock, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding our common stock, you should consult your tax advisors.

If you are considering the purchase of our common stock, you should consult your own tax advisors concerning the particular United States federal income and estate tax consequences to you of the ownership of the common stock, as well as the consequences to you arising under the laws of any other taxing jurisdiction.

Dividends

Dividends paid to a non-U.S. holder of our common stock generally will be subject to withholding of United States federal income tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. However, dividends that are effectively connected with the conduct of a trade or business by the non-U.S. holder within the United States (and if required by an applicable income tax treaty, are attributable to a United States permanent establishment) are not subject to the withholding tax, provided such non-U.S. holder completes Internal Revenue Service Form W-8ECI (or other applicable form) properly certifying such exemption. Instead, such dividends are subject to United States federal income tax on a net income basis in the same manner as if the non-U.S. holder were a

United States person as defined under the Code, unless an applicable income tax treaty provides otherwise. Any such effectively connected dividends received by a foreign corporation may be subject to an additional "branch profits tax" at a 30% rate or such lower rate as may be specified by an applicable income tax treaty.

A non-U.S. holder of our common stock who wishes to claim the benefit of an applicable treaty rate and avoid backup withholding, as discussed below, for dividends will be required (a) to complete Internal Revenue Service Form W-8BEN (or other applicable form) and certify under penalty of perjury that such holder is not a United States person as defined under the Code and is eligible for treaty benefits or (b) if our common stock is held through certain foreign intermediaries, to satisfy the relevant certification requirements of applicable United States Treasury regulations. Special certification and other requirements apply to certain non-U.S. holders that are pass-through entities rather than corporations or individuals.

A non-U.S. holder of our common stock eligible for a reduced rate of United States withholding tax pursuant to an income tax treaty may obtain a refund of any excess amounts withheld by filing an appropriate claim for refund with the Internal Revenue Service.

Gain on Disposition of Common Stock

Any gain realized on the disposition of our common stock generally will not be subject to United States federal income tax unless:

the gain is effectively connected with a trade or business of the non-U.S. holder in the United States (and, if required by an applicable income tax treaty, is attributable to a United States permanent establishment of the non-U.S. holder);

the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of that disposition, and certain other conditions are met; or

we are or have been a "United States real property holding corporation" for United States federal income tax purposes.

An individual non-U.S. holder described in the first bullet point immediately above will be subject to tax on the net gain derived from the sale under regular graduated United States federal income tax rates. An individual non-U.S. holder described in the second bullet point immediately above will be subject to a flat 30% tax on the gain derived from the sale, which may be offset by United States source capital losses, even though the individual is not considered a resident of the United States. If a non-U.S. holder that is a foreign corporation falls under the first bullet point immediately above, it will be subject to tax on its net gain in the same manner as if it were a United States person as defined under the Code and, in addition, may be subject to the branch profits tax equal to 30% of its effectively connected earnings and profits or at such lower rate as may be specified by an applicable income tax treaty.

We believe we are not and do not anticipate becoming a "United States real property holding corporation" for United States federal income tax purposes although no assurance can be given in this regard as the determination of whether we are a "United States real property holding corporation" is fact-specific and depends on the composition of our assets. If, contrary to our belief, we are or become a "United States real property holding corporation," so long as our common stock continues to be regularly traded on an established securities market (such as the NYSE), only a non-U.S. holder who holds or held, (at any time during the shorter of the five year period preceding the date of disposition or the holder's holding period) more than 5% of our common stock will be subject to United States federal income tax on the disposition of our common stock.

Federal Estate Tax

Common stock held by an individual non-U.S. holder at the time of death will be included in such holder's gross estate for United States federal estate tax purposes, unless an applicable estate tax treaty provides otherwise.

Information Reporting and Backup Withholding

We must report annually to the Internal Revenue Service and to each non-U.S. holder the amount of dividends paid to such holder and the tax withheld with respect to such dividends, regardless of whether withholding was required. Copies of the information returns reporting such dividends and withholding may also be made available to the tax authorities in the country in which the non-U.S. holder resides under the provisions of an applicable income tax treaty.

A non-U.S. holder will be subject to backup withholding for dividends paid to such holder unless such holder certifies under penalty of perjury that it is a non-U.S. holder (and the payor does not have actual knowledge or reason to know that such holder is a United States person as defined under the Code), or such holder otherwise establishes an exemption.

Information reporting and, depending on the circumstances, backup withholding will apply to the proceeds of a sale of our common stock within the United States or conducted through certain United States-related financial intermediaries, unless the beneficial owner certifies under penalty of perjury that it is a non-U.S. holder (and the payor does not have actual knowledge or reason to know that the beneficial owner is a United States person as defined under the Code), or such owner otherwise establishes an exemption.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a non-U.S. holder's United States federal income tax liability provided the required information is timely furnished to the Internal Revenue Service.

SHARES ELIGIBLE FOR FUTURE SALE

Upon the closing of the offering, we will have a total of 73,920,107 shares of common stock outstanding. All of the shares sold in the offering will be freely tradable without restriction or further registration under the Securities Act, except that any shares held by our "affiliates," as that term is defined under Rule 144 of the Securities Act, may be sold in compliance with the limitations of Rule 144 described below. In addition, in August 2005, we completed an initial public offering of 23,469,387 shares of our common stock. Further, we issued 401,103 shares to members of management under our 2001 management stockholders agreements, all of which are now freely tradable. Finally, we issued 481,527 shares to members of management under our 2004 management stockholders agreements, approximately 288,194 shares of which may not be transferred at any time prior to the fifth anniversary of the investment date (assuming completion of this offering), which date in such cases falls after 90 days from the date of this prospectus supplement, subject to certain exceptions in the case of future sales by KKR and its affiliates. See "Certain Relationships and Related Party Transactions Agreements with KKR, DLJMB and/or Management", in the Proxy Statement for the 2008 Annual Meeting of Stockholders, which is incorporated by reference herein.

Restricted securities may be sold in the public market only if registered or if they qualify for an exemption from registration under Rule 144 or 144(b) under the Securities Act, which are summarized below. Subject to the provisions of Rules 144 and 144(b), additional shares of our common stock will be available for sale in the public market under exemptions from the registration requirements as follows:

Rule 144

In general, under Rule 144, a person (or persons whose shares are aggregated), including an affiliate, who has beneficially owned shares of our common stock for at least six months, is entitled to sell within any three-month period, a number of restricted securities that does not exceed the greater of:

1% of the then outstanding shares of common stock, which is approximately 739,201 shares as of the date of this prospectus; and

the average weekly trading volume on the New York Stock Exchange during the four calendar weeks preceding each such sale, subject to restrictions.

Sales under Rule 144 are also subject to manner of sale provisions and notice requirements and to the availability of current public information about us.

Rule 144(b)

In addition, under Rule 144(b), a person who is not and has not been our affiliate at any time during the 90 days preceding a sale and at least six months have elapsed since the shares were acquired from us or any affiliate of ours, is entitled to sell those shares without regard to the manner of sale, volume limitation or notice requirements of Rule 144.

Lock-Up Agreements

We, our directors, including our chairman and chief executive officer, and affiliates of KKR have agreed that they will not sell, directly or indirectly, subject to certain exceptions, any shares of our common stock for a period of 90 days from the date of this prospectus without the written consent of Credit Suisse Securities (USA) LLC, in its sole discretion, may release the shares subject to these lock-up agreements in whole or in part at any time with or without notice. When determining whether to release shares from these lock-up agreements, Credit Suisse Securities (USA) LLC will consider, among other factors, the stockholder's reason for requesting the release, the number of shares for

which the release is being requested and market conditions at the time. Credit Suisse Securities (USA) LLC does not at this time have any intention of releasing any of the shares subject to these lock-up agreements prior to the expiration of the lock-up period.

We have agreed, subject to certain exceptions, not to sell or otherwise dispose of any shares of our common stock during the 90-day period following the date of this prospectus.

Stock Options and Warrants

Options to purchase up to an aggregate of approximately 4,659,687 shares of our common stock and warrants to purchase 958,315 shares of our common stock were outstanding as of June 1, 2008. Of the options, approximately 2,776,945 will have vested as of June 1, 2008 and approximately 3,307,531 may vest on or prior to December 31, 2008. For a discussion of the timing of the vesting of the options, see "Executive Compensation and Related Information Equity Grants and Procedures", in the Proxy Statement for the 2008 Annual Meeting of Stockholders, which is incorporated by reference herein. Warrants are exercisable at any time. In addition, restricted stock units relating to 68,693 shares of our common stock are currently vested and will be outstanding as of the closing of this offering. Of these restricted stock units 68,452 are payable in shares of our common stock issuable upon the later to occur of (a) the date such shares may be sold in the public market without restriction and (b) the termination of such employee's employment. For a discussion of the timing of the issuability of the shares of our common stock underlying the restricted stock units, see "Executive Compensation and Related Information Performance Restricted Stock Units", in the Proxy Statement for the 2008 Annual Meeting of Stockholders, which is incorporated by reference herein.

Registration Rights

Under a registration rights agreement, affiliates of KKR, which will beneficially own 23,093,024 shares after this offering, and DLJMB, which will beneficially own 6,527,758 shares after this offering, will have the right to request us to register the resale of their respective shares. In addition, KKR, DLJMB, management stockholders and other stockholders will have the right to exercise certain piggyback registration rights in connection with other registered offerings. See "Certain Relationships and Related Party Transactions Agreements with KKR, DLJMB and/or Management", in the Proxy Statement for the 2008 Annual Meeting of Stockholders, which is incorporated by reference herein.

VALIDITY OF THE SHARES

Simpson Thacher & Bartlett LLP, New York, New York, will pass upon the validity of the common stock being offered hereby for us. Certain legal matters will be passed upon for the underwriter by Latham & Watkins LLP, New York, New York. Certain partners of Simpson Thacher & Bartlett LLP, members of their families, related persons and others have an indirect interest in our common stock, through limited partnerships who are investors in certain affiliates of KKR that hold shares of our common stock. Certain partners of Latham & Watkins LLP, members of their families, related persons and others have an indirect interest in our common stock through limited partnerships that are investors in certain affiliates of KKR that hold shares of our common stock.

EXPERTS

The financial statements and the related financial statement schedule incorporated in this prospectus supplement by reference from our 2007 annual report on Form 10-K for the year ended December 31, 2007, and the effectiveness of our internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference (which reports (1) express an unqualified opinion on the financial statements and financial statement schedule and include an explanatory paragraph relating to the Company's adoption of Statement of Financial Accounting Standards No. 158, *Employers' Accounting for Defined Benefit and Pension and Other Postretirement Plans* as of December 31, 2006 and the Company's adoption of Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109* on January 1, 2007, and (2) express an unqualified opinion on the effectiveness of internal control over financial reporting). Such financial statements and financial statement schedule have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The Commission allows us to "incorporate by reference" the information contained in documents that we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement. Information in this prospectus supplement supersedes information incorporated by reference that we filed with the Commission prior to the date of this prospectus supplement, while information that we file later with the Commission will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings we will make with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement:

our annual report on Form 10-K for the year ended December 31, 2007 (including such information from our proxy statement for the 2008 annual meeting of stockholders filed on March 26, 2008 that is incorporated by reference in Part III of such annual report);

our quarterly report on Form 10-Q for the quarter ended March 31, 2008;

our current reports on Form 8-K filed on January 7, 2008, May 23, 2008 and May 28, 2008; and

the description of our common stock contained in our registration statement on Form 8-A filed on August 15, 2005.

We will provide to each person upon request to whom a prospectus is delivered a copy of any or all of the information that has been incorporated by reference in this prospectus supplement. You may request a copy of these filings at no cost, by writing or calling us at:

Rockwood Holdings, Inc.
100 Overlook Center
Princeton, New Jersey 08540
Attention: Senior Vice President, Law & Administration

You should read the information relating to us in this prospectus supplement together with the information in the documents incorporated by reference. Nothing contained herein shall be deemed to incorporate information furnished to, but not filed with, the Commission.

PROSPECTUS

Common Stock

We or a selling stockholder may offer and sell shares of our common stock from time to time in amounts, at prices and on terms that will be determined at the time of any such offering. Each time our common stock is offered, we will provide a prospectus supplement and attach it to this prospectus. The prospectus supplement may also add, update or change the information contained in this prospectus. This prospectus may not be used to offer or sell securities without a prospectus supplement describing the method and terms of the offering.

You should carefully read this prospectus and the accompanying prospectus supplement, together with the documents we incorporate by reference, before you invest in our securities.

Our common stock is listed on the New York Stock Exchange under the symbol "ROC."

Investing in our securities involves risks. You should consider the risk factors described in this prospectus, any accompanying prospectus supplement and in the documents we incorporate by reference. See "Risk Factors" beginning on page 8.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

November 5, 2007

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or the "Commission," using a "shelf" registration process. Under this shelf registration process, we and/or a selling stockholder or selling stockholders may offer and sell from time to time securities in one or more offerings or resales. Each time securities are offered, we will provide a supplement to this prospectus that contains specific information about the offering and attach it to this prospectus. The prospectus supplement will contain more specific information about the offering, including the names of any selling stockholders, if applicable. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and any applicable prospectus supplement together with the additional information described under the heading "Where You Can Find Additional Information."

You should rely only on the information contained or incorporated by reference in this prospectus and the accompanying supplement or any free writing prospectus prepared by us. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer of our securities in any state where the offer is not permitted.

Neither the delivery of this prospectus nor any sale made under it implies that there has been no change in our affairs or that the information in this prospectus is correct as of any date after the date of this prospectus. You should not assume that the information in this prospectus, including any information incorporated in this prospectus by reference, the accompanying prospectus supplement or any free writing prospectus prepared by us, is accurate as of any date other than the date on the front of those documents. Our business, financial condition, results of operations and prospects may have changed since that date.

Unless we indicate otherwise or the context otherwise requires, any references to "we," "our," "us," the "Company" or "Rockwood" refer to Rockwood Holdings, Inc. and its consolidated subsidiaries.

OUR COMPANY

Rockwood is a global developer, manufacturer and marketer of technologically advanced, high value-added specialty chemicals and advanced materials used for industrial and commercial purposes. Rockwood was formed in connection with an acquisition of certain assets, stock and businesses from Laporte plc ("Laporte") on November 20, 2000 (the "KKR Acquisition") by affiliates of Kohlberg Kravis Roberts & Co. L.P. ("KKR"). The businesses acquired focused on specialty compounds, iron-oxide pigments, timber-treatment chemicals, clay based additives, pool and spa chemicals, and electronic chemicals in semiconductors and printed circuit boards.

On July 31, 2004, we acquired the specialty chemicals and advanced materials businesses of Dynamit Nobel (the "Dynamit Nobel Acquisition") which focused on titanium dioxide pigments, surface treatment and lithium chemicals and advanced ceramics. Through this acquisition, we created a further diversified portfolio of distinct specialty chemicals and advanced materials businesses, combining two companies with similar service-driven cultures focused on high margins; expertise in inorganic chemistry; stable profitability; growth platforms; and proven management teams. In addition, we believe the Dynamit Nobel Acquisition bolstered our leading competitive positions by enhancing our ability to develop innovative products and solutions for our customers, expanding our technological knowledge and further reducing our exposure to any particular raw material or end-use market.

On August 22, 2005, we completed an initial public offering ("IPO") of 23,469,387 shares of our common stock, which included 3,061,224 shares issued and sold as a result of the underwriters' exercise of the over-allotment option. Net proceeds of approximately \$435.7 million were primarily used to reduce indebtedness.

On October 7, 2007, we entered into a definitive agreement to sell our electronics business (which is one of our reportable segments), excluding our French electronics business and our wafer reclaim business, to OM Group, Inc. Our French electronics business is subject to a put option exercisable by us. The closing of the sale is expected to occur in the fourth quarter of 2007, subject to regulatory approval.

We currently operate our business through the following six business segments: (1) Specialty Chemicals; (2) Performance Additives; (3) Titanium Dioxide Pigments; (4) Advanced Ceramics; (5) Specialty Compounds; and (6) Electronics, although we will no longer operate our Electronics segment upon the closing of the sale of our Electronics segment, which is expected to occur in the fourth quarter of 2007, subject to regulatory approval. For financial information about each segment, see Note 4, "Segment Information," in the consolidated financial statements incorporated by reference herein.

Our principal executive offices are located at 100 Overlook Center, Princeton, New Jersey 08540. Our telephone number is (609) 514-0300. Our website address is www.rocksp.com. Information contained on our website is not incorporated by reference into this prospectus, and you should not consider information on our website to be part of this prospectus.

SELECTED FINANCIAL DATA

The following selected consolidated financial data of our five most recent years ended December 31, 2006 and six months ended June 30, 2007 and 2006 should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements and Supplementary Data", which are included in our Form 10-K for the fiscal year ended December 31, 2006 and incorporated by reference herein.

The statement of operations data set forth below with respect to the three years in the period ended December 31, 2006 and the balance sheet data as of December 31, 2006 and 2005, are derived from our audited financial statements incorporated by reference herein. The statement of operations data for the years ended December 31, 2003 and 2002 and the balance sheet data as of December 31, 2004, 2003 and 2002 are derived from our audited consolidated financial statements not included herein. The selected consolidated financial data set forth below as of and for the six months ended June 30, 2007 and 2006 have been derived from our unaudited financial statements incorporated by reference herein. In the opinion of management, the unaudited financial statements for the six months ended June 30, 2007 and 2006 have been prepared on a basis consistent with the audited financial statements and include all adjustments, which are normally recurring adjustments, necessary for a fair presentation of the results of operations for the periods presented. Results of operations for an interim period are not necessarily indicative of the results that might be expected for any other interim period or for an entire year.

	Year Ended December 31,					Six Months Ended June 30,	
	2006	2005	2004	2003	2002	2007	2006
(\$ in millions, except per share data; shares in thousands)							
Statement of operations data:							
Net sales:							
Specialty Chemicals	\$ 918.3	\$ 842.0	\$ 321.1	\$	\$	\$ 538.8	\$ 460.1
Performance Additives	766.3	680.7	630.9	477.3	443.8	401.0	395.3
Titanium Dioxide Pigments	441.1	430.5	175.7			239.4	219.2
Advanced Ceramics	389.6	369.6	146.3			224.1	190.7
Specialty Compounds	251.0	237.5	200.4	176.4	168.8	140.4	129.3
Electronics	208.9	181.8	168.1	143.6	147.3	103.1	101.0
Total net sales	2,975.2	2,742.1	1,642.5	797.3	759.9	1,646.8	1,495.6
Cost of products sold	2,045.2	1,877.0	1,185.7	581.4	542.5	1,117.1	1,026.9
Total gross profit	930.0	865.1	456.8	215.9	217.4	529.7	468.7
Selling, general and administrative expenses	584.6	522.7	314.6	118.0	112.9	315.0	288.9
Impairment charges (1)	2.2	0.4	11.0	35.0	50.0		
Restructuring charges, net (2)	5.2	15.4	1.1	1.8	1.2	6.0	2.2
Management services agreement termination fee (3)		10.0					
Gain on sale of assets (4)	(0.2)	(4.4)				(5.2)	(0.4)
Operating income	338.2	321.0	130.1	61.1	53.3	213.9	178.0
Other income (expenses):							
Interest expense, net (5)	(195.7)	(209.3)	(161.1)	(112.3)	(108.2)	(92.6)	(85.0)
Loss on early extinguishment of debt (6)		(26.6)				(19.4)	
Refinancing expenses (7)		(1.0)	(27.1)	(38.3)		(0.9)	
Loss on receivables sold					(1.2)		
Foreign exchange gain (loss) (8)	8.6	114.5	(126.2)	(18.5)	(24.6)	3.7	2.2
Other, net (9)	1.8	2.6	(2.8)			(0.1)	1.8
Income (loss) from continuing operations before taxes and minority interest	152.9	201.2	(187.1)	(108.0)	(80.7)	104.6	97.0
Income tax provision (benefit)	72.6	64.2	27.1	(16.3)	(12.5)	44.0	40.3
Income from continuing operations before minority interest	80.3	137.0	(214.2)	(91.7)	(68.2)	60.6	56.7
Minority interest in continuing operations						(3.4)	

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Net income (loss) from continuing operations	80.3	137.0	(214.2)	(91.7)	(68.2)	57.2	56.7
Income (loss) from discontinued operations, net of tax (10)	27.9	(44.2)	(1.9)			0.5	24.6
Gain on sale from discontinued operations (11)						115.7	
Minority interest from discontinued operations	(5.2)	3.0				(0.1)	(4.2)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net income (loss)	\$ 103.0	\$ 95.8	\$ (216.1)	\$ (91.7)	\$ (68.2)	\$ 173.3	\$ 77.1
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net income (loss) from continuing operations applicable to common shareholders basic and diluted (12)	\$ 80.3	\$ 132.7	\$ (218.4)	\$ (102.9)	\$ (68.2)	\$ 57.2	\$ 56.7
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net income (loss) applicable to common shareholders basic and diluted (12)	\$ 103.0	\$ 91.5	\$ (220.3)	\$ (102.9)	\$ (68.2)	\$ 173.3	\$ 77.1
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Earnings (loss) per common share data (13):							
Basic earnings (loss) per common share:							
Earnings (loss) from continuing operations	\$ 1.09	\$ 2.24	\$ (6.61)	\$ (4.96)	\$ (3.29)	\$ 0.78	\$ 0.77
Earnings (loss) from discontinued operations, net of tax	0.31	(0.69)	(0.05)			1.57	0.27
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Basic earnings (loss) per share	\$ 1.40	\$ 1.55	\$ (6.66)	\$ (4.96)	\$ (3.29)	\$ 2.35	\$ 1.04
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Weighted average number of shares outstanding	73,782	59,133	33,054	20,739	20,746	73,791	73,780
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Diluted earnings (loss) per common share:							
Earnings (loss) from continuing operation	\$ 1.07	\$ 2.21	\$ (6.61)	\$ (4.96)	\$ (3.29)	\$ 0.75	\$ 0.76
Earnings (loss) from discontinued operations, net of tax	0.30	(0.69)	(0.05)			1.53	0.27
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Diluted earnings (loss) per share	\$ 1.37	\$ 1.52	\$ (6.66)	\$ (4.96)	\$ (3.29)	\$ 2.28	\$ 1.03
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Weighted average number of shares outstanding	75,044	60,002	33,054	20,739	20,746	76,150	75,041
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Cash flow data:							
Net cash provided by (used in) operating activities	\$ 302.6	\$ 257.6	\$ 162.3	\$ 42.6	\$ (4.1)	\$ 148.3	\$ 105.5
Net cash (used in) provided by investing activities	(248.8)	(276.6)	(2,232.9)	(48.5)	(30.4)	380.8	(101.1)
Net cash (used in) provided by financing activities	(102.7)	8.9	2,134.4	(1.7)	(18.9)	(356.7)	(66.7)
Effect of exchange rate changes on cash	(13.8)	1.0	5.6	3.8	2.6	(5.0)	(3.4)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net (decrease) increase in cash and cash equivalents	\$ (62.7)	\$ (9.1)	\$ 69.4	\$ (3.8)	\$ (50.8)	\$ 167.4	\$ (65.7)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

	Year Ended December 31,					Six Months Ended June 30,	
	2006	2005	2004	2003	2002	2007	2006
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

(\$ in millions)

Other data:							
Depreciation and amortization	\$ 191.0	\$ 170.6	\$ 106.6	\$ 52.4	\$ 46.3	\$ 108.4	\$ 93.0
Capital expenditures, excluding capital leases	171.9	163.5	81.0	34.3	36.0	(93.8)	(71.2)
EBITDA (14)	539.6	581.1	80.6	56.7			