

Rockwood Holdings, Inc.
Form POSASR
January 23, 2015

Registration No. 333-183959

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

Post-Effective Amendment No. 1
to Form S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware
(State or other jurisdiction of
incorporation or organization)

52-2277366
(I.R.S. Employer
Identification No.)

451 Florida Street, Baton Rouge, Louisiana 70801
(Address of registrant's principal executive office)

(225) 388-8011
(Registrant's telephone number)

Karen G. Narwold
President, Treasurer and Secretary
Rockwood Holdings, Inc.

451 Florida Street, Baton Rouge, Louisiana 70801
Telephone: (225) 388-8011

(Name, address, including zip code, and telephone number, including area code, of agent for service)

with a copy to:

Lisa L. Jacobs
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022
Telephone: (212) 848-4000

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement as determined by the registrant.

* The co-registrants listed on the "Table of Additional Registrants" below are also included in this Post-Effective Amendment No. 1 to Form S-3 Registration Statement as additional registrants.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

TABLE OF ADDITIONAL REGISTRANTS

The following direct and indirect subsidiaries of Rockwood Holdings, Inc. are co-registrants under this registration statement.

| Exact Name of Registrant as Specified in its Charter (or Other Organizational Document) | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number | Address, Including Zip Code, of Registrant's Principal Executive Offices | Telephone Number, Including Area Code, of Registrant's Principal Executive Offices |
|---|--|---------------------------------------|--|--|
| Chemetall Corporation | Delaware | 22-3140731 | 675 Central Avenue, New Providence, NJ 07974 | (908) 508-2122 |
| Chemetall US, Inc. (F/K/A Oakite Products, Inc.) | Delaware | 13-3218362 | 675 Central Avenue, New Providence, NJ 07974 | (908) 464-6900 |
| Excalibur Realty Company | Delaware | 26-0787531 | 100 Overlook Center, Princeton, NJ 08540 | (609) 514-0300 |
| Foote Chile Holding Company | Delaware | 84-1468876 | 348 Holiday Inn Drive, Kings Mountain, NC 28086 | (704) 739-2501 |
| Pool Spa Holdings, Inc. (F/K/A Advantis Technologies, Inc.) | Delaware | 58-2206931 | c/o C T Corporation System, 1209 Orange Street, Wilmington, DE 19801 | (609) 514-0300 |
| Rockwood Lithium Inc. (F/K/A Chemetall Foote Corp.) | Delaware | 51-0380781 | 348 Holiday Inn Drive, Kings Mountain, NC 28086 | (704) 739-2501 |
| Rockwood Specialties LLC (F/K/A Rockwood Specialties Inc.) | Delaware | 22-2269008 | 100 Overlook Center, Princeton, NJ 08540 | (609) 514-0300 |
| Rockwood Specialties Group, Inc. | Delaware | 52-2277390 | 100 Overlook Center, Princeton, NJ 08540 | (301) 470-3366 |
| Excalibur II Realty Company (F/K/A Southern Color N.A., Inc.) | Delaware | 36-4521192 | 7 Swisher Drive, Cartersville, GA 30120 | (770) 386-4766 |

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-3ASR (Registration No. 333-183959) (the "Registration Statement") filed by Rockwood Holdings, Inc. and each of the additional registrants set forth in the "Table of Additional Registrants" above (together, the "Registrants") on September 18, 2012 with the Securities and Exchange Commission (the "SEC") registering the offer and sale of an indeterminate principal amount of debt securities and guarantees, which became effective immediately upon filing.

The Registrants previously sold \$1,250,000,000 of 4.625% Senior Notes due 2020 issued by Rockwood Specialties Group, Inc. and guaranteed at issue by the other Registrants under the Registration Statement. The Registrants hereby file this Post-Effective Amendment No. 1 to deregister all remaining unsold debt securities and guarantees under the Registration Statement, such deregistration being in accordance with an undertaking made by the Registrants in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on the 23rd of January, 2015.

ROCKWOOD HOLDINGS, INC.

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
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| /s/ Karen G. Narwold | President, Treasurer, Secretary and | January 23, 2015 |
| Karen G. Narwold | Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer) | |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on the 23rd of January, 2015.

CHEMETALL CORPORATION

By: /s/ Karen G. Narwold
Karen G. Narwold
Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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| /s/ Ronald J. Felber Ronald J. Felber | President and Director (Principal Executive Officer) | January 23, 2015 |
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| /s/ Kevin Filipski Kevin Filipski | Vice President, Finance and Treasurer (Principal Financial Officer and Principal Accounting Officer) | January 23, 2015 |
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| /s/ Karen G. Narwold Karen G. Narwold | Secretary and Director | January 23, 2015 |
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| /s/ Steven L. Bray Steven L. Bray | Director | January 23, 2015 |
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on the 23rd of January, 2015.

CHEMETALL US, INC.

By: /s/ Ronald J. Felber
Ronald J. Felber
President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
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| /s/ Ronald J. Felber Ronald J. Felber | President and Director (Principal Executive Officer) | January 23, 2015 |
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| /s/ Kevin Filipiski Kevin Filipiski | Senior Vice President, Finance, Treasurer and Director (Principal Financial Officer and Principal Accounting Officer) | January 23, 2015 |
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| /s/ Joris Merckx Joris Merckx | Director | January 23, 2015 |
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| /s/ Karen G. Narwold Karen G. Narwold | Director | January 23, 2015 |
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| /s/ Steven L. Bray Steven L. Bray | Director | January 23, 2015 |
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on the 23rd of January, 2015.

EXCALIBUR REALTY COMPANY

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
|--|---|------------------|
| /s/ Karen G. Narwold Karen G. Narwold | President, Treasurer, Secretary and Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer) | January 23, 2015 |
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| /s/ Steven L. Bray Steven L. Bray | Director | January 23, 2015 |
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| /s/ Michael W. Valente Michael W. Valente | Assistant Secretary and Director | January 23, 2015 |
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on the 23rd of January, 2015.

FOOTE CHILE HOLDING COMPANY

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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| /s/ Ronald A. France Ronald A. France | President and Director (Principal Executive Officer) | January 23, 2015 |
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| /s/ Karen G. Narwold Karen G. Narwold | Treasurer, Secretary and Director (Principal Financial Officer and Principal Accounting Officer) | January 23, 2015 |
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| /s/ John D. Groves John D. Groves | Director | January 23, 2015 |
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| /s/ Steven L. Bray Steven L. Bray | Director | January 23, 2015 |
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on the 23rd of January, 2015.

POOL SPA HOLDINGS, INC.

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
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| /s/ Karen G. Narwold Karen G. Narwold | President, Treasurer, Secretary and Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer) | January 23, 2015 |
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| /s/ Steven L. Bray Steven L. Bray | Director | January 23, 2015 |
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| /s/ Michael W. Valente Michael W. Valente | Assistant Secretary and Director | January 23, 2015 |
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on the 23rd of January, 2015.

ROCKWOOD LITHIUM INC.

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
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| /s/ John A. Mitchell John A. Mitchell | President – Lithium North America (Principal Executive Officer) | January 23, 2015 |
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| /s/ Ronald A. France Ronald A. France | Chief Financial Officer – Lithium North America (Principal Financial Officer and Principal Accounting Officer) | January 23, 2015 |
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| /s/ Steffen Haber Steffen Haber | Director | January 23, 2015 |
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| /s/ Marcus Brune Marcus Brune | Director | January 23, 2015 |
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| /s/ Karen G. Narwold Karen G. Narwold | Treasurer, Secretary and Director | January 23, 2015 |
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| /s/ Steven L. Bray | Director | January 23, 2015 |
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Steven L. Bray

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on the 23rd of January, 2015.

ROCKWOOD SPECIALTIES LLC
(F/K/A ROCKWOOD SPECIALTIES INC.)

By: /s/ Karen G. Narwold
Karen G. Narwold
Chief Executive Officer, Treasurer and
Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
|--|--|------------------|
| /s/ Karen G. Narwold Karen G. Narwold | Chief Executive Officer, Treasurer and Secretary (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer) | January 23, 2015 |
| /s/ Karen G. Narwold Karen G. Narwold | President, Secretary and Treasurer of Rockwood Specialties Group, Inc., sole member of Rockwood Specialties LLC | January 23, 2015 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on the 23rd of January, 2015.

ROCKWOOD SPECIALTIES GROUP, INC.

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
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| /s/ Karen G. Narwold Karen G. Narwold | President, Treasurer, Secretary and Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer) | January 23, 2015 |
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| /s/ Steven L. Bray Steven L. Bray | Assistant Secretary and Director | January 23, 2015 |
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on the 23rd of January, 2015.

EXCALIBUR II REALTY COMPANY
(F/K/A SOUTHERN COLOR N.A., INC.)

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
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| /s/ Karen G. Narwold Karen G. Narwold | President, Treasurer, Secretary and Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer) | January 23, 2015 |
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| /s/ Steven L. Bray Steven L. Bray | Director | January 23, 2015 |
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