

NUTTALL SCOTT C
Form 3
August 12, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â KKR Europe LTD
(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P.,Â 9
WEST 57TH STREET, SUITE
4200

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/12/2005

3. Issuer Name and Ticker or Trading Symbol
Rockwood Holdings, Inc. [ROC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. If Amendment, Date Original Filed(Month/Day/Year)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	4,445,896	I	See Notes <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	19,138,916	I	See Notes <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	164,282	I	See Notes <u>(3)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	398,727	I	See Notes <u>(4)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	13,337,689	I	See Notes <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>
Series A Participating Preferred Stock, par value \$0.01 p/sh	25,000	I	See Notes <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants to purchase Common Stock	Â (11)	07/23/2013	Common Stock	958,315	\$ 14.61	I	See Notes ⁽¹⁾ ⁽⁶⁾ <u>(7)</u> <u>(8)</u> <u>(9)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Europe LTD C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â
KKR ASSOCIATES C/O KOHLBERG KRAVIS ROBERTS & CO., L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	Â	Â X	Â	Â
KKR European Fund, Limited Partnership C/O KOHLBERG KRAVIS ROBERTS & CO. 9 WEST 57TH STREET - SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â
KKR Associates Europe, Limited Partnership C/O KOHLBERG KRAVIS ROBERTS & CO. 9 WEST 57TH STREET - SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	Â
LIPSCHULTZ MARC S C/O KOHLBERG KRAVIS ROBERTS & CO. 9 WEST 57TH ST NEW YORK, NY 10019	Â	Â X	Â	Â
Garaialde Jacques C/O KKR 9 WEST 57TH STREET - 41 FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
Gorenflos Reinhard C/O KKR 9 WEST 57TH STREET - 41 FL	Â	Â X	Â	Â

NEW YORK, NY 10019

NUTTALL SCOTT C

C/O KKR

9 WEST 57TH STREET

NEW YORK, NY 10019

^ ^ X ^ ^

CALBERT MICHAEL M

C/O KKR-9 WEST 57TH STREET

41ST FLOOR

NEW YORK, NY 10019

^ ^ X ^ ^

Signatures

/s/ William J. Janetschek, Attorney-in-fact for all Reporting Persons

08/12/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

(2) These securities are held of record by KKR 1996 Fund L.P. As the sole general partner of KKR 1996 Fund L.P., KKR Associates 1996 L.P., may be deemed to be the beneficial owner of such securities held by KKR 1996 Fund L.P. As the sole general partner of KKR Associates 1996 L.P., KKR 1996 GP LLC also may be deemed to be the beneficial owner of such securities held by KKR 1996 Fund L.P.

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

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

(5) The securities are held of record by KKR European Fund, Limited Partnership. As the sole general partner of KKR European Fund, Limited Partnership, KKR Associates Europe, Limited Partnership may be deemed to be the beneficial owner of such securities held by KKR European Fund, Limited Partnership. As the sole general partner of KKR Associates Europe, Limited Partnership, KKR Europe Limited also may be deemed to be the beneficial owner of such securities held by KKR European Fund, Limited Partnership.

(6) 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, Edward A. Gilhuly, Perry Golkin, Scott M. Stuart, 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, Gilhuly, Golkin and Stuart also may be deemed to be beneficial owners of the securities held by KKR Partners II, L.P.; (continued in footnote 7)

(7) (continued from footnote 6) as members of KKR Millennium GP LLC and KKR III GP LLC, 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, Gilhuly, Golkin, Stuart, Huth, Navab, Fisher, Lipschultz and Garaialde also may be deemed to be beneficial owners of the securities held by KKR European Fund, Limited Partnership. Each Reporting Person other than the record holders disclaims beneficial ownership of the securities that may be deemed to be beneficially owned by such Reporting Person, except to the extent of such Reporting Person's own pecuniary interest therein.

(8) Due to the limitations of Form 3, certain of the persons described as beneficial owners or deemed beneficial owners of the securities reported on this Form 3 are filing as reporting persons on separate Forms 3.

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- (9) The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the Reporting Person is the beneficial owner of any equity securities covered by this statement.
- (10) The Issuer intends to redeem all of the outstanding Series A Participating Preferred Stock with a portion of the net proceeds from its initial public offering.
- (11) The Warrants to purchase Common Stock are exercisable at any time and expire on July 23, 2013.

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Remarks:

KKRÂ EuropeÂ LimitedÂ andÂ certainÂ ofÂ itsÂ affiliatesÂ constituteÂ aÂ groupÂ withÂ DLJÂ MerchantÂ BankingÂ Pa
SectionÂ 13(d)Â ofÂ theÂ SecuritiesÂ ExchangeÂ ActÂ ofÂ 1934,Â asÂ amended.Â

ExhibitÂ 24Â -Â PowersÂ ofÂ AttorneyÂ

ExhibitÂ 99Â -Â JointÂ FilerÂ Information

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

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