

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

Rockwood Holdings, Inc.

CIK: **1315695** | IRS No.: **522277366** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-32609** | Film No.: **13522247**
SIC: **2800** Chemicals & allied products

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM 8-K
CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **January 8, 2013**

Rockwood Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(Jurisdiction of Incorporation)

001-32609
(Commission File Number)

52-2277366
(IRS Employer
Identification Number)

Not Applicable
(Former name or former address, if
changed since last report)

**100 Overlook Center
Princeton, New Jersey 08540**
(Address of registrant' s principal executive office)

(609) 514-0300
(Registrant' s telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

In connection with Kohlberg Kravis Roberts & Co. L.P.'s sale of substantially all of its remaining equity investment in Rockwood Holdings, Inc. (the "Company"), Todd A. Fisher and Brian F. Carroll resigned from the Board of Directors of the Company (the "Board") on January 8, 2013, effective immediately. In accepting the resignations, the Board of Directors reduced the size of the Board to five members.

ITEM 7.01. REGULATION FD DISCLOSURE

On January 10, 2013, the Company announced that the Board has authorized the Company to repurchase shares of Rockwood common stock up to an aggregate of \$400.0 million. The Company intends to effectuate these repurchases in 2013.

Repurchases under the program may be made through one or more open market transactions, unsolicited or solicited privately negotiated transactions, accelerated share repurchase programs or other derivative transactions, self tender offers, or through any combination of the foregoing, or in such other manner as determined by the Company. The timing of the repurchases and the actual amount repurchased will depend on a variety of factors, including the market price of the Company's shares, general market and economic conditions, and other factors. The share repurchase program may be extended, suspended or discontinued at any time without notice.

A press release announcing the repurchase program is furnished herewith as Exhibit 99.2 to this Current Report on Form 8-K.

The information set forth in this Current Report on Form 8-K contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 concerning the business, operations and financial condition of Rockwood Holdings, Inc. and its subsidiaries and affiliates ("Rockwood"). Words such as "anticipates," "believes," "estimates," "expects," "forecasts," "predicts" and variations of such words or expressions are intended to identify forward-looking statements. Although Rockwood believes the expectations reflected in such forward-looking statements are based upon reasonable assumptions, there can be no assurance that its expectations will be realized. "Forward-looking statements" consist of all non-historical information, including any statements referring to Rockwood's share repurchase program or the prospects and future performance of Rockwood. Actual results could differ materially from those projected in Rockwood's forward-looking statements due to numerous known and unknown risks and uncertainties, including, among other things, the "Risk Factors" described in Rockwood's periodic reports on file with the Securities and Exchange Commission. Rockwood does not undertake any obligation to publicly update any forward-looking statement to reflect events or circumstances after the date on which any such statement is made or to reflect the occurrence of unanticipated events.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated January 10, 2013, announcing the resignation of Todd A. Fisher and Brian F. Carroll (filed herewith)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ROCKWOOD HOLDINGS, INC.

By: /s/ Michael W. Valente

Name: Michael W. Valente

Title: Assistant Secretary

Dated: January 10, 2013



NEWS RELEASE

For Immediate Distribution

Contact: Timothy McKenna
tmckenna@rocksp.com
Phone: 609-734-6430

**Rockwood Holdings Announces
Changes to Board of Directors**

Princeton, NJ, January 10, 2013—Rockwood Holdings, Inc. (NYSE: ROC) today announced that Messrs. Todd Fisher and Brian Carroll, both partners of Kohlberg Kravis Roberts LLC, have resigned from the company's board of directors, effective immediately. In accepting the resignations, the directors reduced the size of the board to five members.

Seifi Ghasemi, Chairman and Chief Executive Officer, said, "Messrs. Todd Fisher and Brian Carroll have been on our board since Rockwood was founded in 2000. Their strategic insights, advice and financial support have helped us build Rockwood to its position of global leadership in specialty chemicals and advanced materials. The entire board of directors thanks them for their valuable contributions and wishes them well in the future."

* * *

Rockwood Holdings, Inc. is a leading global specialty chemicals and advanced materials company. Rockwood has a worldwide employee base of approximately 10,300 people and annual net sales of approximately \$3.7 billion in 2011. Rockwood focuses on global niche segments of the specialty chemicals, pigments and additives and advanced materials markets. For more information on Rockwood, please visit www.rocksp.com.

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**NEWS RELEASE****For Immediate Distribution****Contact:** Timothy McKenna
tmckenna@rocksp.com
Phone: 609-734-6430**Rockwood Holdings Announces Approval of Stock Repurchases**

Princeton, NJ, January 10, 2013—Rockwood Holdings, Inc. (NYSE: ROC) today announced that its Board of Directors has authorized the Company to repurchase shares of Rockwood common stock up to an aggregate of \$400 million. The Company intends to effectuate these repurchases in 2013.

Seifi Ghasemi, Chairman and Chief Executive Officer, said, “Based upon the strength of our balance sheet and our ability to generate cash, the Board has authorized the stock repurchase program. This approval demonstrates our strong belief that the current Rockwood share price offers outstanding value and will enable us to use some of our existing cash to unlock value for our shareholders.”

Repurchases under the program may be made through one or more open market transactions, unsolicited or solicited privately negotiated transactions, accelerated share repurchase programs or other derivative transactions, self tender offers, or through any combination of the foregoing, or in such other manner as determined by the Company. The timing of the repurchases and the actual amount repurchased will depend on a variety of factors, including the market price of the Company’s shares, general market and economic conditions, and other factors. The share repurchase program may be extended, suspended or discontinued at any time without notice.

* * *

Rockwood Holdings, Inc. is a leading global specialty chemicals and advanced materials company. Rockwood has a worldwide employee base of approximately 10,300 people and annual net sales of approximately \$3.7 billion in 2011. Rockwood focuses on global niche segments of the specialty chemicals, pigments and additives and advanced materials markets. For more information on Rockwood, please visit www.rocksp.com.

The information set forth in this press release contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 concerning the business, operations and financial condition of Rockwood Holdings, Inc. and its subsidiaries and affiliates (“Rockwood”). Words such as “anticipates,” “believes,” “estimates,” “expects,” “forecasts,” “predicts” and variations of such words or expressions are intended to identify forward-looking statements. Although Rockwood believes the expectations reflected in such forward-looking

statements are based upon reasonable assumptions, there can be no assurance that its expectations will be realized. “Forward-looking statements” consist of all non-historical information, including any statements referring to Rockwood’s share repurchase program or the prospects and future performance of Rockwood. Actual results could differ materially from those projected in Rockwood’s forward-

looking statements due to numerous known and unknown risks and uncertainties, including, among other things, the “Risk Factors” described in Rockwood’s periodic reports on file with the Securities and Exchange Commission. Rockwood does not undertake any obligation to publicly update any forward-looking statement to reflect events or circumstances after the date on which any such statement is made or to reflect the occurrence of unanticipated events.

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