

Rockwood Holdings, Inc.  
Form SC 13G  
February 14, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No.)\*

**Rockwood Holdings, Inc.**

---

(Name of Issuer)

**Common Stock, \$0.01 Par Value**

---

(Title of Class of Securities)

**774415103**

---

(CUSIP Number)

**December 31, 2013**

---

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 774415103

1                      NAME OF REPORTING PERSON  
                            Orbis Investment Management Limited  
                            ("OIML")  
                            Orbis Asset Management Limited

("OAML")

I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2

(a)   
(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF  
ORGANIZATION  
OAML and OIML are companies  
organized under the laws of Bermuda.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5 SOLE VOTING POWER  
3,698,223  
6 SHARED VOTING POWER  
0  
7 SOLE DISPOSITIVE POWER  
3,698,223  
8 SHARED DISPOSITIVE POWER  
0

9

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
OAML - 11,852  
OIML - 3,686,371

10

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.1%

12

TYPE OF REPORTING PERSON  
OO (OAML), FI (OIML)

CUSIP No.: 774415103

ITEM 1(a). NAME OF  
ISSUER:

Rockwood  
Holdings, Inc.

ADDRESS OF  
ISSUER'S

ITEM 1(b). PRINCIPAL  
EXECUTIVE  
OFFICES:

100 Overlook  
Center  
Princeton, NJ  
08540  
USA

ITEM 2(a). NAME OF  
PERSON  
FILING:

Orbis  
Investment  
Management  
Limited  
Orbis Asset  
Management  
Limited

ITEM 2(b). ADDRESS OF  
PRINCIPAL  
BUSINESS  
OFFICE OR, IF  
NONE,  
RESIDENCE:

Orbis House, 25  
Front Street,  
Hamilton HM  
11, Bermuda

ITEM 2(c). CITIZENSHIP:

OAML and  
OIML are  
companies  
organized under  
the laws of  
Bermuda.

ITEM 2(d). TITLE OF  
CLASS OF  
SECURITIES:

Common Stock,  
\$0.01 Par Value

ITEM 2(e). CUSIP  
NUMBER:

774415103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J); for OIML  
 Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution
- (k) in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution: equivalent to IA (only for OIML)

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

OAML - 11,852  
OIML - 3,686,371

(b) Percent of class:

5.1%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

3,698,223

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

3,698,223

(iv) Shared power to dispose or to direct the disposition of:

0

OWNERSHIP OF

ITEM 5. FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [  ].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Other persons have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of 3,686,371 ordinary shares of Rockwood Holdings, Inc., beneficially owned by OIML.

Other persons have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of 11,852 ordinary shares of Rockwood Holdings, Inc., beneficially owned by OAML.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED

ON BY THE  
PARENT HOLDING  
COMPANY:

ITEM 8. IDENTIFICATION  
AND  
CLASSIFICATION  
OF MEMBERS OF  
THE GROUP:

OIML and OAML  
are together making  
this filing because  
they may be deemed  
to constitute a  
"group" for the  
purposes of Section  
13(d)(3) of the  
Securities Exchange  
Act of 1934, as  
amended.

Information with  
respect to each of  
OIML and OAML  
(collectively, the  
"Reporting Persons")  
is given solely by  
each such Reporting  
Person and no  
Reporting Person has  
responsibility for the  
accuracy or  
completeness of  
information supplied  
by the other  
Reporting Person.

OIML is the  
beneficial owner of  
3,686,371 ordinary  
shares or 5.0% of the  
73,176,657 ordinary  
shares of Rockwood  
Holdings, Inc.,  
believed to be  
outstanding.

OAML is the  
beneficial owner of

11,852 ordinary shares or 0.0% of the 73,176,657 ordinary shares of Rockwood Holdings, Inc., believed to be outstanding.

NOTICE OF  
ITEM 9. DISSOLUTION OF  
GROUP:

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under 240.14a-11.

By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to Orbis Investment Management Limited is substantially comparable to the

regulatory scheme  
applicable to the  
functionally  
equivalent U.S.  
institution(s). I also  
undertake to furnish  
to the Commission  
staff, upon request,  
information that  
would otherwise be  
disclosed in a  
Schedule 13D.

## **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2014

Date

Orbis Investment Management Limited

Orbis Asset Management Limited

/s/James Dorr

---

Signature

James Dorr, General Counsel

---

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).