

Rockwood Holdings, Inc.  
Form 8-K  
November 14, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **November 12, 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)

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**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
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**ITEM 7.01. REGULATION FD DISCLOSURE.**

On November 12, 2013, the Company announced that its Board of Directors has authorized the Company to repurchase shares of Rockwood common stock up to an aggregate of \$500.0 million. The Company intends to effectuate these repurchases over two years.

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 99.1 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 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 8.01. OTHER EVENTS.**

On November 12, 2013, the Company filed a Form 12b-25 with the Securities and Exchange Commission disclosing it requires additional time to complete its quarterly report on Form 10-Q for the quarter ended September 30, 2013, largely in connection with its divestitures and further disclosing it expects to file such report with the SEC within 5 calendar days of the prescribed due date.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

Exhibit No.	Description
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99.1 Press Release dated November 12, 2013, announcing the Company's share repurchase program (furnished 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: November 14, 2013