

Rockwood Holdings, Inc.
Form 4/A
January 21, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zatta Robert J

(Last) (First) (Middle)

C/O ROCKWOOD HOLDINGS,
INC., 100 OVERLOOK CENTER

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Rockwood Holdings, Inc. [ROC]

3. Date of Earliest Transaction
(Month/Day/Year)

01/08/2015

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

01/12/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Executive Officer & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	01/08/2015		A	6,871 A	\$ 0 (1) 40,967	D	
Common Stock, par value \$0.01 per share	01/08/2015		A	3,368 A	\$ 0 (2) 44,335 (3)	D	

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Zatta Robert J C/O ROCKWOOD HOLDINGS, INC. 100 OVERLOOK CENTER PRINCETON, NJ 08540	Chief Executive Officer & CFO

Signatures

/s/ Robert J. Zatta 01/21/2015

____Signature of
Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) Represents shares of common stock of the Issuer delivered upon vesting of restricted stock units granted in December 2011, the number of which was earned based upon the Issuer's relative shareholder return financial performance over fiscal years 2012-2014 and includes 475 shares representing dividend equivalent rights on such units accrued to the reporting person in connection with the Issuer's quarterly dividends from the second quarter 2013 through the fourth quarter 2014. The amount of dividend equivalents has been corrected following a computational error on the Form 4 filed on 01/12/2015 that reported 298 shares representing dividend equivalent rights accrued on the restricted stock units.
- (2) Represents additional shares of common stock of the Issuer that were earned on market stock units granted in December 2011 in addition to the 6,271 target shares reported on December 6, 2011. These additional shares were earned based upon the Issuer's financial performance over fiscal years 2012-2014 and include 232 shares representing dividend equivalent rights accrued to the reporting person on the additional shares in connection with the Issuer's quarterly dividends from the second quarter 2013 through the fourth quarter 2014. The amount of dividend equivalents has been corrected following a computational error on the Form 4 filed on 01/12/2015 that reported

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278 shares representing dividend equivalent rights accrued to the reporting person on the additional shares.

- (3) Aggregate amount of securities beneficially owned corrected following a computational error on the Form 4 filed on 01/12/2015 that reported 188 additional shares.

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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