

Rockwood Holdings, Inc.
Form SC 13G/A
February 13, 2008

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)**

Rockwood Holdings, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

774415103

(CUSIP Number)

December 31, 2007

(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 the Notes).

CUSIP No. 774415103

Person 1

1. (a) Names of Reporting Persons.
Wells Fargo & Company
- (b) Tax ID
41-0449260

2. Check the Appropriate Box if a Member of a Group (See Instructions)
- (a) ☐
- (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

5. Sole Voting Power 5,439,326 (See Exhibit C)

6. Shared Voting Power 0 (See Exhibit C)

7. Sole Dispositive Power 436,934 (See Exhibit C)

8. Shared Dispositive Power 500 (See Exhibit C)

9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,520,246 (See Exhibit C)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 7.47 (See Exhibit C) %

12. Type of Reporting Person (See Instructions)

HC

Item 1.

- (a) Name of Issuer
Rockwood Holdings, Inc.
- (b) Address of Issuer's Principal Executive Offices
100 Overlook Center, Princeton NJ 08540

Item 2.

- (a) Name of Person Filing
Wells Fargo & Company
- (b) Address of Principal Business Office or, if none, Residence
420 Montgomery Street, San Francisco, CA 94104
- (c) Citizenship
Delaware
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
774415103

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-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) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(J).

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: 5,520,246 (See Exhibit C)
- (b) Percent of class: 7.47 (See Exhibit C)%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 5,439,326 (See Exhibit C)
 - (ii) Shared power to vote or to direct the vote 0 (See Exhibit C)
 - (iii) Sole power to dispose or to direct the disposition of 436,934 (See Exhibit C)
 - (iv) Shared power to dispose or to direct the disposition of 500 (See Exhibit C)

Person 2

- 1. (a) Names of Reporting Persons.
Wells Fargo Bank, N.A.
(b) Tax ID
94-1347393

-
- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☐
 - (b) ☒

-
- 3. SEC Use Only

-
- 4. Citizenship or Place of Organization United States of America

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

5. Sole Voting Power 5,092,776 (See Exhibit C)

6. Shared Voting Power 0 (See Exhibit C)

7. Sole Dispositive Power 57,194 (See Exhibit C)

8. Shared Dispositive Power 0 (See Exhibit C)

9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,140,006 (See Exhibit C)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 6.96 (See Exhibit C) %

12. Type of Reporting Person (See Instructions)

BK

Item 1.

- (a) Name of Issuer
Rockwood Holdings, Inc.
- (b) Address of Issuer's Principal Executive Offices
100 Overlook Center, Princeton NJ 08540

Item 2.

- (a) Name of Person Filing
Wells Fargo Bank, N.A.
- (b) Address of Principal Business Office or, if none, Residence
525 Market Street, San Francisco, CA 94105
- (c) Citizenship
United States of America

- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
774415103

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-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) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(J).

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: 5,140,006 (See Exhibit C)
- (b) Percent of class: 6.96 (See Exhibit C)%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 5,092,776 (See Exhibit C)
 - (ii) Shared power to vote or to direct the vote 0 (See Exhibit C)
 - (iii) Sole power to dispose or to direct the disposition of 57,194 (See Exhibit C)
 - (iv) Shared power to dispose or to direct the disposition of 0 (See Exhibit C)

Item Ownership of Five Percent or Less of a Class
5.

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 Ownership of More than Five Percent on Behalf of Another Person.
6.

Under the Agreement described in Exhibit C, the Holders (as defined in Exhibit C) may be deemed to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities covered by this report. DLJ Merchant Banking Partners III, L.P. held Trust Certificates for Trust Shares that represented more than 5% of the shares of Common Stock outstanding at December 31, 2007.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being
7. Reported on By the Parent Holding Company or Control Person.

See Exhibit B

Item Identification and Classification of Members of the Group
8.

Not applicable

Item Notice of Dissolution of Group
9.

Not applicable

Item Certification
10.

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.

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 07, 2008

Date

/s/ Mark B. Kraske

Signature

Mark B. Kraske, VP Trust Operations Management Support
Services

Name/Title

Exhibit A

SIGNATURE

EXPLANATORY NOTE

This Schedule 13G is filed by Wells Fargo & Company on its own behalf and on behalf of any subsidiaries listed in Exhibit B. Aggregate beneficial ownership reported by Wells Fargo & Company under Item 9 on page 2 is on a consolidated basis and includes any beneficial ownership separately reported herein by a subsidiary.

Exhibit B

The Schedule 13G to which this attachment is appended is filed by Wells Fargo & Company on behalf of the following subsidiaries:

Wells Capital Management Incorporated (1)
Wells Fargo Funds Management, LLC (1)
Peregrine Capital Management, Inc. (1)
Wells Fargo Bank, N.A. (2)

(1) Classified as a registered investment advisor in accordance with Regulation 13d-1(b)(1)(ii)(E).

(2) Classified as a bank in accordance with Regulation 13d-1(b)(1)(ii)(B).

Exhibit C

Wells Fargo & Company (the "Parent Company") may be deemed to beneficially own 5,520,246 shares of the common stock, par value \$0.01 ("Common Stock"), of Rockwood Holdings, Inc., consisting of 5,140,006 shares of Common Stock that Wells Fargo Bank, N.A. (the "Bank"), a subsidiary of the Parent Company, may be deemed to beneficially own as described below and 593,390 shares of Common Stock that other Parent Company subsidiaries may be deemed to beneficially own (see Exhibit B). Of the 5,140,006 shares of Common Stock that the Bank may be deemed to beneficially own, 5,077,507 shares are subject to a Voting Trust Agreement, dated as of January 11, 2006 (the "Agreement"), among the Bank, as trustee, and DLJ Merchant Banking Partners III, L.P., DLJ Offshore Partners III 1, C.V., DLJ Offshore Partners III 2, C.V., DLJ Offshore Partners III, C.V., DLJ MB Partners III GmbH & Co. KG, Millennium Partners II, L.P., MBP III Plan Investors, L.P. (each, including any other person or entity for which Trust Shares (as defined below) are held by the Bank, a "Holder"), and Credit Suisse Securities (USA) LLC, formerly known as Credit Suisse First Boston LLC ("CSFB"). The following discussion of the Agreement is qualified in its entirety by reference to the Agreement, which is filed as Exhibit 1 hereto and incorporated herein by reference.

Under the Agreement, the Bank issues certificates ("Trust Certificates") to evidence shares of Common Stock that have been transferred to and deposited with the Bank ("Trust Shares"). The Bank has the power to vote the Trust Shares in its sole discretion and is obligated to vote the Trust Shares against the election of more than one CSB affiliate at anytime as a director of the issuer. Trust Shares may only be transferred as directed by the Holders or otherwise in accordance with the terms of the Agreement. Holders may not transfer Trust Shares unless the proposed transfer qualifies as an eligible transfer under the Agreement.

Exhibit D

Voting Trust Agreement, dated as of January 11, 2006, among Wells Fargo Bank, N.A., DLJ Merchant Banking Partners III, L.P., DLJ Offshore Partners III 1, C.V., DLJ Offshore Partners III 2, C.V., DLJ Offshore Partners III, C.V., DLJ MB Partners III GmbH & Co. KG, Millennium Partners II, L.P., MBP III Plan Investors, L.P., and Credit Suisse First Boston LLC.

The foregoing discussion of the Agreement is qualified in its entirety by reference to the Agreement, a copy of which has been filed as Exhibit 1 to the Schedule 13G of Wells Fargo & Company with respect to Rockwood Holdings, Inc. filed with the Securities and Exchange Commission on December 12, 2006.

SIGNATURE

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

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