

Rockwood Holdings, Inc.
Form 8-K
February 16, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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) **February 14, 2006**

Rockwood Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-32609
(Commission
File Number)

52-2277366
(IRS Employer
Identification No.)

**100 Overlook Center
Princeton, New Jersey 08540**
(Address of principal executive offices)

(609) 514-0300
Registrant's telephone number, including area code

(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13.e-4(c))
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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) On February 14, 2006, Edward A. Gilhuly resigned from the Board of Directors of Rockwood Holdings, Inc. (Rockwood). Mr. Gilhuly resigned from the Board in connection with his resignation from Kohlberg Kravis Roberts & Co. L.L.C. (KKR), certain affiliates of whom own a majority of Rockwood 's common stock. Mr. Gilhuly had been one of KKR's designees to Rockwood's Board of Directors.

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/ THOMAS J. RIORDAN
Name: Thomas J. Riordan
Title: Senior Vice President, Law &
Administration

Dated: February 16, 2006