Rockwood Holdings, Inc. Form SC 13G/A October 13, 2009

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

#### **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 3)\*

# Rockwood Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

774415103

(CUSIP Number)

October 1, 2009

(Date of Event Which Requires Filing of this Statement)

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

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

The information required on 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).

<sup>\*</sup> 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 disclosures provided in a prior cover page.

1.	Name of Reporting Person KKR Millennium Fund L		
2.	Check the Appropriate Bo		
	(a)	0	
	(b)	X	
3.	SEC Use Only		
4.	Citizenship or Place of On Delaware	rganization	
	5.		Sole Voting Power
Number of			3,244,036 (including warrants to purchase 958,315 shares)
Shares	6.		Shared Voting Power
Beneficially	0.		-0-
Owned by			
Each	7.		Sole Dispositive Power
Reporting Person With			3,244,036 (including warrants to purchase 958,315 shares)
1 015011 11 1011	8.		Shared Dispositive Power
			-0-
9.	Aggregate Amount Benef	ficially Owned by Each Re	eporting Person
		rants to purchase 958,315	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) 4.3%		
12.	Type of Reporting Person PN	n (See Instructions)	

2. Check the Appropriate Box if a Member of a Group (a) 0 (b) x  3. SEC Use Only  4. Citizenship or Place of Organization Delaware  5. Sole Voting Power 3,244,036 (including warrants to purchase 958,315 shares)  Number of Shares Beneficially Owned by Each Reporting Person With  8. Sole Dispositive Power 3,244,036 (including warrants to purchase 958,315 shares)  8. Shared Dispositive Power 40-  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4.3%  12. Type of Reporting Person (See Instructions)	1.	Name of Reporting Person KKR Associates Millennium L.P.		
(a) (b) x  3. SEC Use Only  4. Citizenship or Place of Organization Delaware  5. Sole Voting Power 3,244,036 (including warrants to purchase 958,315 shares)  Number of Shares 6. Shared Voting Power -0- Beneficially Owned by Each 7. Sole Dispositive Power 3,244,036 (including warrants to purchase 958,315 shares)  Person With  8. Shared Dispositive Power -0-  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4,3%  12. Type of Reporting Person (See Instructions)	2.	Check the Appropriate Box if a Member of a Group		
3. SEC Use Only  4. Citizenship or Place of Organization Delaware  5. Sole Voting Power 3,244,036 (including warrants to purchase 958,315 shares)  Number of Shares 6. Shared Voting Power Beneficially Owned by Each Reporting Person With 8. Sole Dispositive Power 3,244,036 (including warrants to purchase 958,315 shares)  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4.3%  12. Type of Reporting Person (See Instructions)				
4. Citizenship or Place of Organization Delaware  5. Sole Voting Power 3,244,036 (including warrants to purchase 958,315 shares)  Number of Shares Beneficially Owned by Each Reporting Person With  8. Shared Dispositive Power 40-  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4,3%  12. Type of Reporting Person (See Instructions)		(b)	X	
Delaware  5. Sole Voting Power 3,244,036 (including warrants to purchase 958,315 shares)  Number of Shares Beneficially Owned by Each Reporting Person With  8. Sole Dispositive Power 3,244,036 (including warrants to purchase 958,315 shares)  8. Shared Dispositive Power 3,244,036 (including warrants to purchase 958,315 shares)  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4,3%  12. Type of Reporting Person (See Instructions)	3.	SEC Use Only		
Number of Shares 6. Shared Voting Power -0- Owned by Each 7. Sole Dispositive Power 3,244,036 (including warrants to purchase 958,315 shares)  Person With 8. Shared Dispositive Power -0-  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4.3%  12. Type of Reporting Person (See Instructions)	4.	-	anization	
Number of Shares 6. Shared Voting Power -0- Owned by Each 7. Sole Dispositive Power 3,244,036 (including warrants to purchase 958,315 shares)  Person With 8. Shared Dispositive Power -0-  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4.3%  12. Type of Reporting Person (See Instructions)		5.		Sola Voting Power
Number of Shares 6. Shared Voting Power Beneficially -0- Owned by Each 7. Sole Dispositive Power Reporting Person With  8. Shared Dispositive Power -0-  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4,3%  12. Type of Reporting Person (See Instructions)		<b>5.</b>		•
Beneficially Owned by Each Reporting Person With  8. Shared Dispositive Power -0-  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4.3%  12. Type of Reporting Person (See Instructions)	Number of			5,244,050 (including warrants to purchase 750,515 shares)
Beneficially Owned by Each Reporting Person With  8. Shared Dispositive Power -0-  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4.3%  12. Type of Reporting Person (See Instructions)	Shares	6.		Shared Voting Power
Each Reporting Person With  8. Shared Dispositive Power -0-  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4.3%  12. Type of Reporting Person (See Instructions)				
Reporting Person With  8. Shared Dispositive Power -0-  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4.3%  12. Type of Reporting Person (See Instructions)				
Person With  8. Shared Dispositive Power -0-  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4.3%  12. Type of Reporting Person (See Instructions)		7.		
8. Shared Dispositive Power -0-  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4.3%  12. Type of Reporting Person (See Instructions)				3,244,036 (including warrants to purchase 958,315 shares)
9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4.3%  12. Type of Reporting Person (See Instructions)	reison with	0		Sharad Dianasitiva Dawar
<ol> <li>Aggregate Amount Beneficially Owned by Each Reporting Person 3,244,036 (including warrants to purchase 958,315 shares)</li> <li>Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o</li> <li>Percent of Class Represented by Amount in Row (9) 4.3%</li> <li>Type of Reporting Person (See Instructions)</li> </ol>		8.		
3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4.3%  12. Type of Reporting Person (See Instructions)				-0-
3,244,036 (including warrants to purchase 958,315 shares)  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  11. Percent of Class Represented by Amount in Row (9) 4.3%  12. Type of Reporting Person (See Instructions)	9.	Aggregate Amount Benefic	ially Owned by Each Report	ting Person
<ul> <li>11. Percent of Class Represented by Amount in Row (9)</li> <li>4.3%</li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>				
<ul> <li>11. Percent of Class Represented by Amount in Row (9)</li> <li>4.3%</li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>				
4.3%  Type of Reporting Person (See Instructions)	10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
4.3%  Type of Reporting Person (See Instructions)	11	Percent of Class Represente	ed by Amount in Row (9)	
12. Type of Reporting Person (See Instructions)	11.		ou of rimount in ito " ())	
PN	12.		See Instructions)	
		PN		

1.	Name of Reporting Person KKR Millennium GP LLC		
2.	Check the Appropriate Box if a M (a) o (b) x	lember of a Group	
3.	SEC Use Only		
4.	Citizenship or Place of Organization Delaware	on	
Number of	5.		Sole Voting Power 3,244,036 (including warrants to purchase 958,315 shares)
Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 3,244,036 (including warrants to purchase 958,315 shares)
reison with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially O 3,244,036 (including warrants to p		
10.	Check Box if the Aggregate Amou	unt in Row (9) Excludes	s Certain Shares (See Instructions) o
11.	Percent of Class Represented by Amount in Row (9) 4.3%		
12.	Type of Reporting Person (See Ins	structions)	
		4	

### CUSIP No. 774415103

1.	Name of Reporting Person KKR European Fund, Limited Partnership			
	KKK European Fund	i, Lillited Partnership		
2.	Check the Appropriate Box if a Member of a Group			
	(a)	0		
	(b)	X		
3.	SEC Use Only			
4.	Citizenship or Place Alberta, Canada	of Organization		
	5.		Sole Voting Power	
			8,006,339	
Number of				
Shares	6.		Shared Voting Power	
Beneficially Owned by			-0-	
Each	7		Cala Dianasitina Danna	
Reporting	7.		Sole Dispositive Power 8,006,339	
Person With			8,000,339	
2 <b>0</b> 13011 ((1111	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 8,006,339			
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Rep 10.8%	resented by Amount in F	Row (9)	
12.	Type of Reporting Po	erson (See Instructions)		

1.	Name of Reporting Person KKR Associates Europe, Limited Partnership		
2.	Check the Appropria (a) (b)	ate Box if a Member of o x	a Group
3.	SEC Use Only		
4.	Citizenship or Place Alberta, Canada	of Organization	
Number of	5.		Sole Voting Power 8,006,339
Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 8,006,339
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount E 8,006,339	Beneficially Owned by	Each Reporting Person
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Rep 10.8%	presented by Amount in	Row (9)
12.	Type of Reporting Po	erson (See Instructions	

1.	Name of Reporting Person KKR Europe Limited			
2.	Check the Appropriate Box if a Member of a Group			
	(a)	0		
	(b)	X		
3.	SEC Use Only			
4.	Citizenship or Place of O Cayman Islands	Organization		
	5.		Sole Voting Power	
Namel and			8,006,339	
Number of Shares			CI IV.C. D	
Beneficially	6.		Shared Voting Power -0-	
Owned by			-0-	
Each	7.		Sole Dispositive Power	
Reporting	7.		8,006,339	
Person With			0,000,227	
	8.		Shared Dispositive Power	
			-0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 8,006,339			
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represe 10.8%	ented by Amount in Rov	v (9)	
12.	Type of Reporting Person	n (See Instructions)		

### CUSIP No. 774415103

12.

1.	Name of Reporting Pers KKR Fund Holdings L.F		
	-		
2.		Box if a Member of a Group	
	(a)	О	
	(b)	X	
3.	SEC Use Only		
4.	Citizenship or Place of C	Organization	
	Cayman Islands	-	
	5.		Sole Voting Power
			11,250,375 (including warrants to purchase 958,315 shares)
Number of			11,250,575 (including warrants to purchase 956,515 shares)
Shares	6.		Shared Voting Power
Beneficially	0.		-0-
Owned by			-0-
Each	7.		Sole Dispositive Power
Reporting	··		11,250,375 (including warrants to purchase 958,315 shares)
Person With			11,20 o,0 to (meraning warrants to parentage >0 o,0 to shares)
	8.		Shared Dispositive Power
			-0-
9.		eficially Owned by Each Rep	
	11,250,375 (including w	varrants to purchase 958,315 s	shares)
10			
10.	Check Box if the Aggreg	gate Amount in Row (9) Excl	ludes Certain Shares (See Instructions) o
11.	Percent of Class Represe	ented by Amount in Row (9)	
11.	15 og	emica of rimount in now ()	

8

Type of Reporting Person (See Instructions) PN

### CUSIP No. 774415103

1.	Name of Reporting Person KKR Fund Holdings GP Limited		
2.	Check the Appropriate Box if a Member of a Group (a) o (b) x		
3.	SEC Use Only		
4.	Citizenship or Place of Organization Cayman Islands		
Number of	5.	Sole Voting Power -0-	
Shares Beneficially Owned by	6.	Shared Voting Power 11,250,375 (including warrants to purchase 958,315 shares)	
Each Reporting Person With	7.	Sole Dispositive Power -0-	
Terson Will	8.	Shared Dispositive Power 11,250,375 (including warrants to purchase 958,315 shares)	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 11,250,375 (including warrants to purchase 958,315 shares)		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) 15.0%		
12.	Type of Reporting Person (See Instructions) OO		

### CUSIP No. 774415103

1.	Name of Reporting Person KKR Group Holdings L.P.	
2.	Check the Appropriate Box if a Member of a Group (a) o (b) x	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Cayman Islands	
Number of	5.	Sole Voting Power -0-
Shares Beneficially Owned by	6.	Shared Voting Power 11,250,375 (including warrants to purchase 958,315 shares)
Each Reporting Person With	7.	Sole Dispositive Power -0-
	8.	Shared Dispositive Power 11,250,375 (including warrants to purchase 958,315 shares)

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 11,250,375 (including warrants to purchase 958,315 shares)
- 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
- 11. Percent of Class Represented by Amount in Row (9) 15.0%
- 12. Type of Reporting Person (See Instructions)
  PN

#### CUSIP No. 774415103

1.	Name of Reporting Person KKR Group Limited	
2.	Check the Appropriate Box if a Member of a Group (a) o (b) x	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Cayman Islands	
Number of	5.	Sole Voting Power 11,250,375 (including warrants to purchase 958,315 shares)
Shares Beneficially Owned by	6.	Shared Voting Power -0-
Each Reporting Person With	7.	Sole Dispositive Power 11,250,375 (including warrants to purchase 958,315 shares)
	8.	Shared Dispositive Power -0-

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 11,250,375 (including warrants to purchase 958,315 shares)
- 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
- 11. Percent of Class Represented by Amount in Row (9) 15.0%
- 12. Type of Reporting Person (See Instructions)

1.	Name of Reporting Person KKR & Co. L.P.		
2.	Check the Appropriate Box if (a) (b)	a Member of a Group o x	
3.	SEC Use Only		
4.	Citizenship or Place of Organi Delaware	ization	
NI I C	5.		Sole Voting Power 11,250,375 (including warrants to purchase 958,315 shares)
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 11,250,375 (including warrants to purchase 958,315 shares)
Terson with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 11,250,375 (including warrants to purchase 958,315 shares)		
10.	Check Box if the Aggregate A	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o	
11.	Percent of Class Represented by Amount in Row (9) 15.0%		
12.	Type of Reporting Person (See PN	e Instructions)	

### CUSIP No. 774415103

12.

1.	Name of Reporting Person KKR Management LLC		
2.	Check the Appropriate Box if (a) (b)	a Member of a Group o x	
3.	SEC Use Only		
4.	Citizenship or Place of Organi Delaware	ization	
Number of	5.		Sole Voting Power 11,250,375 (including warrants to purchase 958,315 shares)
Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 11,250,375 (including warrants to purchase 958,315 shares)
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 11,250,375 (including warrants to purchase 958,315 shares)		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) 15.0%		

Type of Reporting Person (See Instructions) OO

### CUSIP No. 774415103

1.	Name of Reporting Person KKR 1996 Fund L.P.		
2.	Check the Appropriate Box is	f a Member of a Group	
	(a)	0	
	(b)	X	
3.	SEC Use Only		
4.	Citizenship or Place of Organ Delaware	nization	
	5.		Sole Voting Power
NI I C			11,414,975
Number of Shares	6.		Cl 1 V - 4: D
Beneficially	0.		Shared Voting Power
Owned by			O
Each	7.		Sole Dispositive Power
Reporting			11,414,975
Person With	8.		Shared Dispositive Power
	0.		-0-
9.	Aggregate Amount Beneficia	ally Owned by Each Deporti	ng Darson
7.	11,414,975	my Owned by Each Reports	ng i cison
10.	Charle Pay if the Aggregate	Amount in Dow (0) Evalude	o Cartain Charas (Sas Instructions)
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented 15.4%	by Amount in Row (9)	
12.	Type of Reporting Person (So PN	ee Instructions)	

1.		Name of Reporting Person KKR Associates 1996 L.P.		
2.	Check the Appropria (a) (b)	o o x	f a Group	
3.	SEC Use Only			
4.	Citizenship or Place Delaware	of Organization		
Number of	5.		Sole Voting Power 11,414,975	
Shares Beneficially Owned by	6.		Shared Voting Power -0-	
Each Reporting Person With	7.		Sole Dispositive Power 11,414,975	
	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount F 11,414,975	Aggregate Amount Beneficially Owned by Each Reporting Person 11,414,975		
10.	Check Box if the Ag	gregate Amount in Ro	w (9) Excludes Certain Shares (See Instructions) o	
11.	Percent of Class Rep 15.4%	presented by Amount in	n Row (9)	
12.	Type of Reporting Po	erson (See Instructions	s)	

### CUSIP No. 774415103

1.	Name of Reporting Person KKR 1996 GP LLC			
2.	Check the Appropriate Box if a Me	ember of a Group		
	(a) o (b) x			
3.	SEC Use Only			
4.	Citizenship or Place of Organization Delaware	n		
Number of	5.	Sole Voting Power 11,414,975		
Shares Beneficially Owned by Each Reporting Person With	6.	Shared Voting Power -0-		
	7.	Sole Dispositive Power 11,414,975		
	8.	Shared Dispositive Power -0-		
9.	Aggregate Amount Beneficially Ov 11,414,975	wned by Each Reporting Person		
10.	Check Box if the Aggregate Amou	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) 15.4%			
12.	Type of Reporting Person (See Inst OO	tructions)		

1.	Name of Reporting Person KKR Partners II, L.P.		
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group o x	
3.	SEC Use Only		
4.	Citizenship or Place of Organiz Delaware	zation	
Number of	5.		Sole Voting Power 98,615
Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 98,615
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 98,615		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) 0.13%		
12.	Type of Reporting Person (See Instructions) PN		

### CUSIP No. 774415103

1.		Name of Reporting Person KKR Associates (Strata) L.P.		
2.	Check the Appropria (a) (b)	ate Box if a Member o o x	f a Group	
3.	SEC Use Only			
4.	Citizenship or Place Delaware	of Organization		
Number of	5.		Sole Voting Power -0-	
Shares Beneficially Owned by	6.		Shared Voting Power 98,615	
Each Reporting Person With	7.		Sole Dispositive Power -0-	
	8.		Shared Dispositive Power 98,615	
9.	Aggregate Amount I 98,615	Aggregate Amount Beneficially Owned by Each Reporting Person 98,615		
10.	Check Box if the Ag	gregate Amount in Ro	w (9) Excludes Certain Shares (See Instructions) o	
11.	Percent of Class Rep 0.13%	presented by Amount i	n Row (9)	
12.	Type of Reporting Po	erson (See Instruction	s)	

1.	Name of Reporting Person KKR Associates, L.P.		
2.	Check the Appropriate (a) (b)	Box if a Member of o x	a Group
3.	SEC Use Only		
4.	Citizenship or Place of Delaware	Organization	
	5.		Sole Voting Power -0-
Number of Shares Beneficially	6.		Shared Voting Power 98,615
Owned by Each Reporting Person With	7.		Sole Dispositive Power -0-
reison with	8.		Shared Dispositive Power 98,615
9.	Aggregate Amount Be 98,615	neficially Owned by	Each Reporting Person
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Repre 0.13%	esented by Amount in	Row (9)
12.	Type of Reporting Pers	son (See Instructions)	

1.	Name of Reporting Person Strata L.L.C.		
2.	Check the Appropriate Box i	if a Member of a Group	
	(a)	0	
	(b)	X	
3.	SEC Use Only		
4.	Citizenship or Place of Orga Delaware	nization	
N 1 6	5.		Sole Voting Power 98,615
Number of Shares	6.		Shared Voting Power
Beneficially	0.		-0-
Owned by			
Each	7.		Sole Dispositive Power
Reporting Person With			98,615
Terson Willi	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficia 98,615	ally Owned by Each Reporti	ng Person
10.	Check Box if the Aggregate	Amount in Row (9) Exclude	es Certain Shares (See Instructions) o
11.	Percent of Class Represented 0.13%	d by Amount in Row (9)	
12.	Type of Reporting Person (S OO	ee Instructions)	
		20	

### CUSIP No. 774415103

1.	Name of Reporting Person KKR Partners III, L.P. (Series F)		
2.	Check the Appropria (a) (b)	ate Box if a Member of a o x	Group
3.	SEC Use Only		
4.	Citizenship or Place Delaware	of Organization	
Number of	5.		Sole Voting Power 239,348
Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 239,348
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount E 239,348	Beneficially Owned by E	ach Reporting Person
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Rep 0.32%	presented by Amount in I	Row (9)
12.	Type of Reporting Po PN	erson (See Instructions)	

1.	Name of Reporting Person KKR III GP LLC		
2.	Check the Appropriate Box	if a Member of a Group	
	(a) (b)	o x	
3.	SEC Use Only		
4.	Citizenship or Place of Orga Delaware	nization	
	5.		Sole Voting Power 239,348
Number of Shares Beneficially Owned by Each Reporting Person With	6.		Shared Voting Power -0-
	7.		Sole Dispositive Power 239,348
Torson with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Benefici 239,348	ally Owned by Each Reporti	ng Person
10.	Check Box if the Aggregate	Amount in Row (9) Exclude	es Certain Shares (See Instructions) o
11.	Percent of Class Represented 0.32%	d by Amount in Row (9)	
12.	Type of Reporting Person (SOO	See Instructions)	
		22	

### CUSIP No. 774415103

1.	Name of Reporting Person Aurora Investments II, LLC		
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group o x	
3.	SEC Use Only		
4.	Citizenship or Place of Organiz Delaware	zation	
Number of	5.		Sole Voting Power 89,711
Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 89,711
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficiall 89,711	y Owned by Each Reportin	g Person
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented b 0.12%	by Amount in Row (9)	
12.	Type of Reporting Person (See OO	Instructions)	

### CUSIP No. 774415103

1.	Name of Reporting Person Henry R. Kravis	
2.	Check the Appropriate Box if	Member of a Group
	(a)	0
	(b)	X
3.	SEC Use Only	
4.	Citizenship or Place of Organi United States	ation
	5.	Sole Voting Power
		-0-
Number of		v
Shares	6.	Shared Voting Power
Beneficially		23,093,024 (including warrants to purchase 958,315 shares)
Owned by		
Each	7.	Sole Dispositive Power
Reporting Person With		-0-
Person with	8.	Shared Dispositive Power
	8.	23,093,024 (including warrants to purchase 958,315 shares)
		23,093,024 (including warrants to purchase 936,313 shares)
9.		y Owned by Each Reporting Person
	23,093,024 (including warrant	to purchase 958,315 shares)
10		
10.	Check Box if the Aggregate A	nount in Row (9) Excludes Certain Shares (See Instructions) o
11.	Percent of Class Represented by	y Amount in Row (0)
11.	30.8%	y Amount in Row (9)
	30.0 %	
12.	Type of Reporting Person (See	Instructions)
	IN	

### CUSIP No. 774415103

1.	Name of Reporting Person George R. Roberts		
2.	Check the Appropriate Box if	a Member of a Group	
	(a)	0	
	(b)	X	
3.	SEC Use Only		
4.	Citizenship or Place of Organi United States	ization	
	5.		Sole Voting Power
			-0-
Number of			-0-
Shares	6.		Shared Voting Power
Beneficially			23,093,024 (including warrants to purchase 958,315 shares)
Owned by			
Each	7.		Sole Dispositive Power
Reporting			-0-
Person With			
	8.		Shared Dispositive Power
			23,093,024 (including warrants to purchase 958,315 shares)
9.	Aggregate Amount Beneficial	ly Owned by Each Reporti	ing Person
<i>)</i> .	23,093,024 (including warrant		
	20,000,021 (meraumg warrant	is to paremase ye s,e re small	
10.	Check Box if the Aggregate A	amount in Row (9) Exclude	es Certain Shares (See Instructions) o
11.	Percent of Class Represented by 30.8%	by Amount in Row (9)	
12.	Type of Reporting Person (See IN	e Instructions)	

CUSIP No. 774415103		
This Schedule 13G amendment is being filed to add KKR Fund Holdings L.P., KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P., KKR Management LLC and Henry R. Kravis and George R. Roberts as additional reporting persons as a result of a structural reorganization of KKR & Co. L.P. and its affiliates (KKR) in connection with the combination of the businesses of KKR and KKR Private Equity Investors, L.P.		
Item 1.		
(a)	Name of Issuer.	
Rockwood Holdings	s, Inc.	
(b)	Address of Issuer s Principal Executive Offices.	
100 Overlook Cente	er	
Princeton, NJ 08540		
Item 2.		
(a)	Name of Persons Filing.	
KKR Millennium Fund L.P.		
KKR Associates Millennium L.P.		
KKR Millennium GP LLC		
KKR European Fund, Limited Partnership		

KKR Associates Europe, Limited Partnership

KKR Europe Limited

KKR Fund Holdings L.P.

KKR Fund Holdings GP Limited
KKR Group Holdings L.P.
KKR Group Limited
KKR & Co. L.P.
KKR Management LLC
KKR 1996 Fund L.P.
KKR Associates 1996 L.P.
KKR 1996 GP LLC
KKR Partners II, L.P.
KKR Associates (Strata) L.P.
KKR Associates, L.P.
Strata L.L.C.
KKR Partners III, L.P. (Series F)
KKR III GP LLC
Aurora Investments II, LLC
Henry R. Kravis
George R. Roberts
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CUSIP No. 774415103		
(b)	Address of Principal Business Office, or, if None, Residence.	
The principal business office for all persons filing (other than George R. Roberts) is:		
c/o Kohlberg Krav	ris Roberts & Co. L.P.	
9 West 57th Street	s, Suite 4200	
New York, NY 10	019	
The principal busi	ness office for George R. Roberts is:	
c/o Kohlberg Kravis Roberts & Co. L.P.		
2800 Sand Hill Ro	pad, Suite 200	
Menlo Park, CA 9	4025	
(c)	Citizenship.	
See Item 4 of each cover page.		
(d)	Title of Class of Securities.	
Common stock, \$0.01 par value per share.		
(e)	CUSIP Number.	
774415103		

Edo	gar Filing: Rockwood Holdings, Inc Form SC 13G/A
Item 3.	
Not applicable.	
Item 4.	Ownership.
(a) Amount beneficially owned:	
2,285,721 shares of common stock ar	e held by KKR Millennium Fund L.P. In addition, KKR Millennium Fund L.P. holds warrants to
purchase 958,315 shares of common	stock. As the sole general partner of KKR Millennium Fund L.P., KKR Associates Millennium L.P. may
be deemed to be the beneficial owner o	of such securities held by KKR Millennium Fund L.P. As the sole general partner of KKR Associates
Millennium L.P., KKR Millennium GP	LLC also may be deemed to be the beneficial owner of such securities held by KKR Millennium Fund

8,006,339 shares of common stock are held by KKR European Fund, Limited Partnership. As the sole general partner of KKR European Fund, Limited Partnership, KKR Associates Europe, Limited Partnership may be deemed to be the beneficial owner of such shares held by KKR European Fund, Limited Partnership. As the sole general partner of KKR Associates Europe, Limited Partnership,

L.P.

KKR Europe Limited also may

be deemed to be the beneficial owner of such shares held by KKR European Fund, Limited Partnership.

Each of KKR Fund Holdings L.P. (as the designated member of KKR Millennium GP LLC and the sole shareholder of KKR Europe Limited); KKR Fund Holdings GP Limited (as a general partner of KKR Fund Holdings L.P.); KKR Group Holdings L.P. (as a general partner of KKR Fund Holdings GP Limited); KKR Group Limited (as the sole general partner of KKR Group Holdings L.P.); KKR & Co. L.P. (as the sole shareholder of KKR Group Limited) and KKR Management LLC (as the sole general partner of KKR & Co. L.P.) may also be deemed to be the beneficial owner of the securities held by KKR Millennium Fund L.P. and KKR European Fund, Limited Partnership.

11,414,975 shares of common stock are held by KKR 1996 Fund L.P. As the sole general partner of KKR 1996 Fund L.P., KKR Associates 1996 L.P. may be deemed to be the beneficial owner of such shares held by KKR 1996 Fund L.P. As the sole general partner of KKR Associates 1996 L.P., KKR 1996 GP LLC also may be deemed to be the beneficial owner of such shares held by KKR 1996 Fund L.P.

98,615 shares of common stock are held by KKR Partners II, L.P. As the general partners of KKR Partners II, L.P., KKR Associates (Strata) L.P. and KKR Associates, L.P. may be deemed to be the beneficial owners of such shares held by KKR Partners II, L.P. As the sole general partner of KKR Associates (Strata) L.P., Strata L.L.C. also may be deemed to be the beneficial owner of such shares held by KKR Partners II, L.P.

239,348 shares of common stock are held by KKR Partners III, L.P. (Series F). As the sole general partner of KKR Partners III, L.P. (Series F), KKR III GP LLC may be deemed to be the beneficial owner of such shares held by KKR Partners III, L.P. (Series F).

89,711 shares of common stock are held by Aurora Investments II, LLC.

As the designated members of KKR Management LLC, the managers of KKR 1996 GP LLC, Strata L.L.C., KKR III GP LLC and Aurora Investments II, LLC, and members of the executive committee of KKR Associates, L.P., Henry R. Kravis and George R. Roberts may also be deemed to beneficially own the securities held by KKR Millennium Fund L.P., KKR European Fund, Limited Partnership, KKR 1996 Fund L.P., KKR Partners II, L.P., KKR Partners III, L.P. (Series F) and Aurora Investments II, LLC. Messrs. Kravis and Roberts have also been designated as managers of KKR Millennium GP LLC by KKR Fund Holdings L.P.

Each Reporting Person disclaims beneficial ownership of the securities held by KKR Millennium Fund L.P., KKR European Fund, Limited Partnership, KKR 1996 Fund L.P., KKR Partners II, L.P., KKR Partners III, L.P. (Series F) and Aurora Investments II, LLC.

An amendment to the Stockholders Agreement, dated as of July 29, 2004 by and among Rockwood Holdings, Inc. (the Company ), KKR 1996 Fund, L.P., KKR Partners II,

CUSIP No. 774415103
L.P., KKR Millennium Fund, L.P., KKR Partners III, L.P., KKR European Fund, Limited Partnership (collectively, the KKR Entities ) 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 IIIGmbH & Co. KG, Millennium Partners II, L.P. and MBP III Plan Investors, L.P. (collectively, the Other Persons ) and waiver
(the Amendment ) was entered into on January 27, 2006. The Amendment memorializes, among other things, an acknowledgment by the KKR
Entities and the Other Persons that they will not act as a group with respect to the securities of the Company within the meaning of
Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended. The Amendment was filed as an exhibit to the Company s Current Report
on Form 8-K filed on February 2, 2006.

Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended. The Amendment was filed as an exhibit to the Company s Current Repc on Form 8-K filed on February 2, 2006.		
<b>(b)</b>	Percent of class: See Item 11 of each cover page.	
The percentages of	f beneficial ownership are based on 74,096,119 shares of common stock outstanding as of August 3, 2009.	
(c)	Number of shares as to which the person has:	
(i) Sole power to v	ote or to direct the vote	
See Item 5 of each	cover page.	
(ii) Shared power	to vote or to direct the vote	
See Item 6 of each	cover page.	
(iii) Sole power to	dispose or to direct the disposition of	
See Item 7 of each cover page.		
(iv) Shared power	to dispose or to direct the disposition of	
See Item 8 of each	cover page.	

#### Item 5. Ownership of 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 o.

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

See Item 4 above. To the best knowledge of the Reporting Persons, no one other than the Reporting Persons, the partners, members, affiliates or shareholders of the Reporting Persons and any other persons named in Item 4 has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the common stock.

CUSIP No. 774415103	
Item 7. By the Parent Holding Company.	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported or
Not applicable.	
Item 8.	Identification and Classification of Members of the Group.
Not applicable.	
Item 9.	Notice of Dissolution of Group.
Not applicable.	
Item 10.	Certifications.
Not applicable.	
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CUSIP No. 774415103

#### **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.

October 13, 2009

#### KKR MILLENNIUM FUND L.P.

By: KKR Associates Millennium L.P., its general partner

By: KKR Millennium GP LLC, its general partner

By: /s/ William J. Janetschek Name: William J. Janetschek

Title: Attorney-in-fact for Henry R. Kravis, Manager

By: /s/ William J. Janetschek Name: William J. Janetschek

Title: Attorney-in-fact for George R. Roberts, Manager

#### KKR ASSOCIATES MILLENNIUM L.P.

By: KKR Millennium GP LLC, its general partner

By: /s/ William J. Janetschek Name: William J. Janetschek

Title: Attorney-in-fact for Henry R. Kravis, Manager

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Attorney-in-fact for George R. Roberts, Manager

#### KKR MILLENNIUM GP LLC

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Title: Attorney-in-fact for Henry R. Kravis, Manager

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Attorney-in-fact for George R. Roberts, Manager

### KKR EUROPEAN FUND, LIMITED PARTNERSHIP

By: KKR Associates Europe, Limited Partnership, its general

partner

By: KKR Europe Limited, its general partner

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Director

# KKR ASSOCIATES EUROPE, LIMITED PARTNERSHIP

By: KKR Europe Limited, its general partner

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Director

### KKR EUROPE LIMITED

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Director

#### KKR FUND HOLDINGS L.P.

By: KKR Fund Holdings GP Limited, its general partner

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Director

#### KKR FUND HOLDINGS GP LIMITED

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Director

### KKR GROUP HOLDINGS L.P.

By: KKR Group Limited, its general partner

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Director

#### KKR GROUP LIMITED

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Director

### KKR & CO. L.P.

By: KKR Management LLC, general partner

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Attorney-in-fact for Henry R. Kravis, Designated

Member

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Attorney-in-fact for George R. Roberts, Designated

Member

#### KKR MANAGEMENT LLC

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Attorney-in-fact for Henry R. Kravis, Designated

Member

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Attorney-in-fact for George R. Roberts, Designated

Member

### KKR 1996 FUND L.P.

By: KKR Associates 1996 L.P., its general partner

By: KKR 1996 GP LLC, its general partner

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Member

### KKR ASSOCIATES 1996 L.P.

By: KKR 1996 GP LLC, its general partner

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Member

### KKR 1996 GP LLC

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Member

### KKR PARTNERS II, L.P.

By: KKR Associates (Strata) L.P., its general partner

By: Strata L.L.C., its general partner

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Attorney-in-fact for Henry R. Kravis, Member

### KKR ASSOCIATES (STRATA) L.P.

By: Strata, L.L.C., its general partner

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Attorney-in-fact for Henry R. Kravis, Member

### STRATA L.L.C.

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Attorney-in-fact for Henry R. Kravis, Member

#### KKR ASSOCIATES, L.P.

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Attorney-in-fact for Henry R. Kravis, General Partner

### KKR PARTNERS III, L.P. (Series F)

By: KKR III GP LLC, its general partner

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Member

### KKR III GP LLC

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Member

### AURORA INVESTMENTS II, LLC

By: /s/ William J. Janetschek

Name: William J. Janetschek

Title: Attorney-in-fact for Henry R. Kravis, Managing Member

#### HENRY R. KRAVIS

By: /s/ William J. Janetschek

Name: William J. Janetschek Title: Attorney-in-fact

### GEORGE R. ROBERTS

By: /s/ William J. Janetschek

Name: William J. Janetschek Title: Attorney-in-fact

CUSIP No. 774415103

### EXHIBIT INDEX

Exhibit Number	Title
1	Joint Filing Agreement, dated October 13, 2009
2	Power of Attorney dated July 31, 2005, granted by Henry R. Kravis (already on file)
3	Power of Attorney dated July 31, 2005, granted by George R. Roberts