

Rockwood Holdings, Inc.
Form 424B7
November 14, 2012

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The information in this preliminary prospectus supplement is not complete and may be changed. A registration statement relating to these securities has been filed with the Securities and Exchange Commission and is effective. This preliminary prospectus supplement and the accompanying prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

**Filed Pursuant to Rule 424(b)(7)
Registration No. 333-171290**

Subject to Completion, Dated November 14, 2012

PRELIMINARY PROSPECTUS SUPPLEMENT
(To Prospectus dated December 20, 2010)

6,900,838 Shares

Common Stock

The selling stockholders named in this prospectus supplement are selling 6,900,838 shares of our common stock. We will not receive any proceeds from the sale of our common stock by the selling stockholders.

You should carefully read this prospectus supplement and the accompanying prospectus, together with the documents we incorporate by reference, before you invest in our common stock.

Our common stock is listed on the New York Stock Exchange ("NYSE") under the symbol "ROC". The last reported sale price of our common stock on the NYSE on November 13, 2012, was \$44.81 per share.

Investing in our common stock involves risks. See "Risk Factors" beginning on page S-7 of this prospectus supplement and on page 4 of the accompanying prospectus to read about factors you should consider before buying shares of our common stock. You should also consider the risk factors described in the documents we incorporate by reference.

The underwriter has agreed to purchase the shares of our common stock from the selling stockholders at a price of \$ _____ per share, which will result in approximately \$ _____ of proceeds to the selling stockholders.

The underwriter proposes to offer our shares of common stock from time to time for sale in one or more transactions on the NYSE, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices, subject to receipt and acceptance by them and subject to their right to reject any order in whole or in part.

Neither the Securities and Exchange Commission ("SEC") nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The underwriter expects to deliver the shares to purchasers on or about November _____, 2012.

Morgan Stanley

, 2012

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering of shares of our common stock by the selling stockholders named herein. The second part is the accompanying prospectus, which provides more general information. This prospectus supplement and the accompanying prospectus are part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or the Commission, on December 20, 2010. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. If the description of this offering varies between the prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. This prospectus supplement contains information about the shares of our common stock offered in this offering and may add, update or change information in the accompanying prospectus. Before you invest in shares of our common stock, you should read this prospectus supplement, along with the accompanying prospectus, in addition to the information contained in the documents we refer to under the heading "Incorporation of Certain Information by Reference" in this prospectus supplement, which are incorporated by reference herein.

Terms used but not defined in this prospectus supplement shall have the meanings ascribed to them in the accompanying prospectus.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or any free writing prospectus prepared by us. Neither we nor the selling stockholders have authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. The selling stockholders are only offering to sell, and only seeking offers to buy, our common stock in jurisdictions where offers and sales are permitted.

Unless we indicate otherwise or the context otherwise requires, any references to "we", "our", "us", the "Company" or "Rockwood" refer to Rockwood Holdings, Inc. and its consolidated subsidiaries.

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FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements. Forward-looking statements within the context of the Private Securities Litigation Reform Act of 1995 are not statements of historical fact and may involve a number of risks and uncertainties. Forward-looking statements give our current expectations or forecasts of future events and estimates of amounts not yet determinable. We have used the words "anticipate", "estimate", "expect", "project", "intend", "plan", "believe", "predict", "could", "may" and other words and terms of similar meaning, including references to assumptions, in this report to identify forward-looking statements. These forward-looking statements are made based on expectations and beliefs concerning future events affecting us and are subject to uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control, that could cause our actual results to differ materially from those expressed in or implied by these forward-looking statements. In particular, these factors include, among other things:

our ability to consummate the acquisition of Talison Lithium Limited, a company incorporated in Australia, on the proposed terms and contemplated schedule, and integrate Talison's business with our lithium business;

our business strategy;

changes in the general economic conditions in North America and Europe and in other locations in which we currently do business;

competitive pricing or product development activities affecting demand for our products;

technological changes affecting production of our materials;

fluctuations in interest rates, exchange rates and currency values;

availability and pricing of raw materials;

governmental and environmental laws and regulations and changes in those laws and regulations;

fluctuations in energy prices;

changes in the end-use markets in which our products are sold;

hazards associated with chemicals manufacturing;

our ability to access capital markets;

our high level of indebtedness;

risks associated with negotiating, consummating and integrating acquisitions;

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risks associated with competition and the introduction of new competing products, especially from the Asia-Pacific region;

risks associated with international sales and operations; and

risks associated with information security.

You should keep in mind that any forward-looking statements made by us in this prospectus supplement or elsewhere speak only as of the date on which we make them. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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INDUSTRY AND MARKET DATA

Although data regarding the specialty chemicals industry, our end-use markets, our market position and market share within our industry are inherently imprecise, we believe such data are generally reliable. Industry surveys and publications generally state that the information contained therein has been obtained from sources believed to be reliable. We have not independently verified any of the data from third party sources. Similarly, while we believe internal company surveys and management estimates to be reliable, we have not verified them, nor have they been verified by any independent source. While we are not aware of any misstatements regarding any industry data presented or incorporated by reference herein, estimates, in particular as they relate to general expectations concerning the specialty chemicals industry, involve risks and uncertainties and are subject to change based on various factors, including those discussed under the captions "Risk Factors" in this prospectus supplement and in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (the "2011 Annual Report") which document is incorporated by reference herein, and "Forward-Looking Statements" in this prospectus supplement.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere, or incorporated by reference, in this prospectus supplement. As a result, it does not contain all of the information that may be important to you or that you should consider before investing in our common stock. You should read this entire prospectus supplement and accompanying prospectus, including the "Risk Factors" sections of this prospectus supplement and the 2011 Annual Report and the other documents incorporated by reference, which are described under "Incorporation of Certain Information by Reference" in this prospectus supplement.

Our Company

Rockwood is a global developer, manufacturer and marketer of high value added specialty chemicals and advanced materials used for industrial and commercial purposes. Rockwood is focused on lithium and lithium compounds, surface treatment chemicals, advanced ceramics, titanium dioxide pigments, iron-oxide pigments, timber treatment chemicals and clay-based additives.

Our products consist primarily of inorganic chemicals and solutions and engineered materials. They are often customized to meet the complex needs of our customers and to enhance the value of their end products by improving performance, providing essential product attributes, lowering costs and/or making them more environmentally friendly. We generally compete in niche markets in a wide range of end-use markets, including metal treatment and general industry, chemicals and plastics, automotive, life sciences (including pharmaceutical and medical markets), construction, specialty coatings, electronics and telecommunications. No single end-use market accounted for more than 17% of our 2011 net sales.

We have a number of growth product lines, such as lithium compounds for advanced batteries in our Lithium business, aerospace applications in our Surface Treatment business and ceramic medical device components in our Advanced Ceramics business, which are complemented by a diverse portfolio of businesses that historically have generated stable revenues. Our high margins, diverse customer and end-use market base, capital discipline and ongoing productivity improvements provide us with a platform to capitalize on market growth opportunities.

We operate globally, manufacturing our products in 82 facilities in 23 countries and selling our products and providing our services to more than 60,000 customers, including some of the world's preeminent companies. We believe our products are generally critical to our customers' products' performance, but account for a small percentage of the total cost of their products. No single customer accounted for more than 2% of our 2011 net sales.

Our principal executive offices are located at 100 Overlook Center, Princeton, New Jersey 08540. Our telephone number is (609) 514-0300. Our website address is www.rocksp.com. Information contained on our website is not a part of this prospectus supplement or the accompanying prospectus.

Our Competitive Strengths

Leading market positions. We believe we hold leading market positions within many of our businesses. For example, we believe that based on our 2011 net sales, we have leading market positions for the following products in our segments:

Operating Segment	Products	Market Positions
Lithium		#1 globally
	Lithium compounds and chemicals	
Surface Treatment		# 2 globally
	Metal processing chemical and services	

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Operating Segment	Products	Market Positions
Performance Additives		# 2 global supplier
Titanium Dioxide Pigments	Synthetic iron oxide pigments	A leading global producer
Advanced Ceramics	Specialty titanium dioxide pigments, zinc sulfide and barium sulfate additives	#1 globally
	Ceramic-on-ceramic ball head and liner components used in hip joint prostheses systems	

Leading technologies. We believe we are recognized as an innovative industry leader in many of our businesses due to our technological know-how and strong customer focus. We identify, commercialize and market new products, which we develop internally or with third parties, through acquisitions or license agreements, to enhance our customers' products or processes. For example, in our Surface Treatment segment we developed Oxsilan TM, a chrome-free metal pre-treatment technology that helps our customers reduce manufacturing costs, increase productivity and reduce their environmental impact.

High-margin products and strong cash flow. Our businesses historically have generated significant cash flow as a result of the sale of high margin products, continuous productivity improvements, cost control, capital discipline and working capital management.

Limited exposure to raw materials and energy prices. We have a broad raw material base consisting primarily of inorganic (non-petrochemical) materials, most of which are readily available and whose prices follow their own individual supply and demand relationships and have historically shown little correlation to each other. No single raw material amounted to more than 3% of our costs of products sold in 2011.

Our Business Strategy

Building on these strengths, we plan to continue our existing strategy to grow revenue, cash flow and earnings per share, increase profitability and reduce leverage as follows:

Capitalize on expected market growth opportunities. We expect our businesses to benefit from a number of growth opportunities, including:

Lithium increased demand for longer-life lithium-based batteries in electric and hybrid electric automobiles and electronics, lithium compounds in pharmaceuticals and aluminum alloys for aerospace applications;

Surface Treatment growth in emerging markets and increased demand for our surface treatment products that enhance the manufacturing process of customers by reducing energy usage and waste; and

Advanced Ceramics growth in emerging markets and growth related to ceramic medical components, such as those used in ceramic hip-joint systems, and a trend toward replacing plastics and metals with high-performance ceramics.

Focus on our core businesses and effect selective divestitures. We intend to continue to focus on our core businesses that have market and technology leadership, growth opportunities and higher margins. We expect, from time to time, to divest those businesses or segments that do not fit our long-term strategies. For example, on January 7, 2011, we completed the sale of our plastic compounding business, which comprised substantially all of our former Specialty Compounds segment.

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Optimize financial leverage. We have demonstrated a long-term ability to reduce our leverage and improve our net debt-to-Adjusted EBITDA ratio. Since 2003, we have reduced our net debt-to-Adjusted EBITDA ratio from 6.8x to 1.8x for the twelve months ended September 30, 2012. We believe that our strong cash flow generation from organic growth opportunities within our existing and emerging markets, continued cost control programs and productivity improvements and focus on working capital will enable us to reduce our net debt-to-Adjusted EBITDA ratio, to between 1.5x and 2.0x, as well as our debt and interest expense.

Achieve profitable growth through selective acquisitions and strategic alliances. We intend to continue to selectively pursue accretive acquisitions and strategic alliances in order to strengthen and expand our existing business lines and enter into complementary business lines. As further described below under "Recent Developments", on August 23, 2012, we entered into an agreement to acquire all of the ordinary shares of Talison Lithium Limited, a leading global producer of lithium concentrate. This acquisition is expected to be completed in the fourth quarter of 2012 and is expected to strengthen our position as a leading global supplier of lithium compounds, secure an alternative source of raw materials and provide access to the growing markets for lithium materials in the Asia-Pacific region.

Our Business Segments

We currently operate our business through the following five business segments: (1) Lithium; (2) Surface Treatment; (3) Performance Additives; (4) Titanium Dioxide Pigments and (5) Advanced Ceramics.

The following table sets forth net sales of each segment and the percentage of our total net sales for the year ended December 31, 2011, as well as our principal products and our principal end-use markets. For financial information about each segment, see Note 3, "Segment Information", in the consolidated financial statements in the our current report on Form 8-K filed on September 18, 2012, which is incorporated by reference herein.

Segment	2011 Net Sales		Principal Products	Principal End-Use Markets
	\$ in Millions	% of Total		
Lithium	\$ 456.5	13%	Lithium compounds and chemicals	Batteries for hybrid and electric vehicles and electronic devices
			Cesium, alconium and other special metal products	Life sciences (pharmaceutical synthesis and polymers)
				Alloys for aerospace industry
				Polymerization initiators for elastomers
Surface Treatment	\$ 743.2	20%	Metal surface treatment chemicals including corrosion protection/prevention oils	Automotive pre-coating metal treatment and car body pre-treatment
			Maintenance chemicals	Steel and metal working

Aircraft industry

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Segment	2011 Net Sales		Principal Products	Principal End-Use Markets
	\$ in Millions	% of Total		
Performance Additives	\$ 784.4	21%	<p>Iron-oxide pigments</p> <p>Wood protection products</p> <p>Inorganic chemicals</p> <p>Synthetic and organic thickeners</p> <p>Flocculants</p>	<p>Residential and commercial construction and plastics</p> <p>Coatings</p> <p>Personal care, paper manufacturing and foundries</p> <p>Oilfield</p> <p>Water treatment</p>
Titanium Dioxide Pigments	\$ 930.4	25%	<p>Titanium dioxide pigments</p> <p>Barium compounds</p> <p>Zinc compounds</p>	<p>Synthetic fibers for clothing</p> <p>Plastics</p> <p>Paper</p> <p>Paints and coatings</p>
Advanced Ceramics	\$ 585.1	16%	<p>Ceramic ball head and liner components used in hip joint prostheses systems</p>	<p>Pharmaceutical contrast media</p> <p>Medical (hip replacement surgery)</p>

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			Ceramic tapes	Industrial
			Cutting tools	Electronics
			Wear and corrosion	Automotive
Corporate and other(a)	\$ 169.7	5%	Armor components	
			Natural and synthetic metal sulfides	Disc brakes
			Wafer recycling and repair	Semiconductors manufacturing
			Rubber/thermoplastic compounds	Automotive
	\$ 3,669.3	100%		

(a) Represents our metal sulfides business, European wafer reclaim business and our rubber/thermoplastic compounding business.

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Recent Developments

In August 2012, we entered into a scheme implementation agreement with Talison Lithium Limited ("Talison") to acquire all of the outstanding shares of Talison in an all-cash transaction for C\$6.50 per share for an equity purchase price of approximately C\$724 million (\$736 million, based on an exchange rate of C\$1 = \$1.0166 as of September 30, 2012) plus any amounts in connection with any exercise of outstanding Talison stock options through the closing date. Talison is a leading global producer of lithium and has been supplying a global customer network from the Greenbushes Lithium Operations in Western Australia for over 25 years. This acquisition is expected to be completed in the fourth quarter of 2012 and is expected to strengthen our position as a leading global supplier of lithium compounds, secure an alternative source of raw materials and provide access to the growing markets for lithium materials in the Asia-Pacific region. This transaction is subject to the approval of Talison shareholders and other customary closing conditions.

On November 12, 2012, Chengdu Tianqi Industry Group Co., Ltd. ("Tianqi") announced that its wholly-owned subsidiary has acquired, and agreed to acquire, ordinary shares of Talison representing an aggregate of 14.99% of Talison's issued and outstanding ordinary shares, calculated on a non-diluted basis. In addition, Tianqi announced an intention to submit a proposal to Talison under which its wholly-owned subsidiary would acquire all of the remaining ordinary shares of Talison. Tianqi announced that it intends to submit its proposal prior to the Talison shareholder meeting to consider Rockwood's scheme of arrangement, which is scheduled for November 29, 2012. According to Tianqi's announcement, Tianqi (through its subsidiaries) currently purchases approximately 40% of the chemical grade lithium concentrate produced by Talison and is the sole distributor in China of Talison's technical grade lithium concentrate. We cannot assure you that Rockwood's acquisition of Talison will occur on the terms contained in the scheme implementation agreement or at all.

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The Offering

Common stock offered by the selling stockholders	6,900,838 shares
Common stock to be outstanding after this offering	78,320,527 shares
Selling stockholders	Funds affiliated with KKR are offering shares of common stock pursuant to this prospectus supplement. See "Selling Stockholders".
Use of proceeds	We will not receive any proceeds from the sale of common stock by the selling stockholders.
New York Stock Exchange symbol	ROC

The number of shares of common stock being offered by the selling stockholders includes 667,819 shares of common stock we will issue to a fund affiliated with KKR pursuant to the exercise on November 14, 2012 of warrants to purchase 973,170 shares of common stock issued to such fund by us in July 2003. The warrants had an exercise price of \$14.387 per share and were exercised on a cashless basis.

Risk Factors

Investing in our common stock involves substantial risk. See "Risk Factors" in this prospectus supplement and the accompanying prospectus, and the risk factors in the documents we incorporate by reference, for a description of the risks you should consider before investing in our common stock.

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RISK FACTORS

An investment in our common stock may involve various risks. Prior to making a decision about investing in our common stock, and in consultation with your own financial and legal advisors, you should carefully consider, among other matters, the risks described below and in our 2011 Annual Report, as well as other information and data included in, or incorporated by reference into, this prospectus supplement and accompanying prospectus. If any of the events described in the risk factors below occur, our business, financial condition, results of operations, liquidity and prospects could be materially adversely affected, which in turn could adversely affect the trading price of our common stock or our ability to repay existing indebtedness. However, the selected risks described below and in the documents incorporated by reference are not the only risks facing us. Our business, financial condition, results of operations or liquidity could also be adversely affected by additional factors that apply to all companies generally, as well as other risks that are not currently known to us or that we currently view to be immaterial. While we attempt to mitigate known risks to the extent we believe to be practicable and reasonable, we can provide no assurance, and we make no representation, that our mitigation efforts will be successful. In such a case, the trading price of our common stock could decline, and you may lose all or part of your original investment.

Risks Associated with Acquisitions

We may not be able to complete proposed acquisitions, including the Talison acquisition, nor successfully integrate acquisitions we may undertake in the future.

The process of combining or acquiring businesses with Rockwood involves risks. We may face difficulty integrating the new operations, technologies, products and services of Talison or future acquisitions or combinations, and may incur unanticipated expenses related to such transactions. The difficulties of combining operations may be magnified by integrating personnel with differing business backgrounds and corporate cultures. Failure to successfully manage and integrate acquisitions with our existing operations could lead to the potential loss of customers of the acquired business, the potential loss of employees who may be vital to the new operations, the potential loss of business opportunities or other adverse consequences that could affect our financial condition and results of operations. Even if integration occurs successfully, failure of any acquisition or combination to achieve levels of anticipated sales growth, profitability or productivity comparable with those achieved by our existing operations, or otherwise not perform as expected, may adversely impact our financial condition and results of operations.

In addition, certain acquisitions may trigger regulations designed to monitor competition and would therefore require regulatory approval. We cannot predict whether such authorities will approve acquisitions we seek to accomplish in the future. In particular, we cannot assure you that our acquisition of Talison will occur on the terms contained in the scheme implementation agreement or at all.

Risks Related to this Offering

The price of our common stock may fluctuate, which may make it difficult for you to resell your common stock when you want or at prices you find attractive.

The price of our common stock on the NYSE constantly changes. We expect that the market price of our common stock will continue to fluctuate. Holders of our common stock will be subject to the risk of volatility and changes in prices.

Our common stock price can fluctuate as a result of a variety of factors, many of which are beyond our control. These factors include:

new laws or regulations or new interpretations of existing laws or regulations applicable to our business;

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changes in accounting standards, policies, guidance, interpretations or principles;

our ability to raise additional capital;

sales of common stock by us or members of our management team;

quarterly variations in our operating results;

operating results that vary from the expectations of management, securities analysts and investors;

changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors;

developments generally affecting our industry;

changes in our dividend policy;

future sales of our equity securities;

fluctuating market conditions as a result of uncertain governmental economic policies; and

general domestic economic conditions.

In addition, the stock market may experience volatility unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the market price of our common stock.

Anti-takeover measures *Certain provisions in our amended and restated certificate of incorporation and amended and restated bylaws may prevent another party's ability to acquire us without approval by our board of directors, which may deprive you of the opportunity to obtain a takeover premium for your shares.*

Our amended and restated certificate of incorporation and our amended and restated bylaws contain a number of anti-takeover measures. For example, our amended and restated certificate of incorporation provides for a classified board of directors, limitations on the removal of directors, the inability of stockholders to act by written consent (subject to certain exceptions), call special meetings or fill vacancies on our board of directors; requires stockholders to give advance notice for stockholder proposals and director nominations; and authorizes the issuance of preferred stock without stockholder approval and upon such terms as our board of directors may determine.

These provisions may discourage potential acquisition proposals and may delay, deter or prevent a change of control of our company, including through transactions, and, in particular, unsolicited transactions, that some or all of our stockholders might consider to be desirable and through which some or all of our stockholders may obtain a premium for their shares. They may also adversely affect the prevailing market price of the common stock.

Net Loss *We have experienced losses in the past and may experience losses in the future and cannot be certain that our net operating loss carryforwards will continue to be available to offset our tax liability.*

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We have incurred net losses in the past and we may incur net losses in the future. As of September 30, 2012, we had deferred tax assets of \$155.1 million related to worldwide net operating and capital loss carryforwards. Additionally, at September 30, 2012, we had a total valuation allowance of \$32.8 million related to net operating loss deferred tax assets and deferred tax assets related to cumulative temporary differences. If our operating performance deteriorates in the future in certain tax jurisdictions, we may be unable to realize these net operating loss carryforwards and we may be required to record an additional valuation allowance.

You may not receive dividends on our common stock.

Holders of our common stock are entitled to receive such dividends as our board of directors may declare out of funds legally available for such payments. The declaration of future dividends on our common stock will be made at the discretion of our board of directors and will depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions and other factors that our board of directors may deem relevant. Although we declared cash dividends on our common stock on June 11, 2012 and August 6, 2012, we are not required to do so and may reduce or eliminate our common stock dividend in the future. This could adversely affect the market price of our common stock.

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USE OF PROCEEDS

All of the shares of common stock offered pursuant to this prospectus supplement will be sold by the selling stockholders. We will not receive any proceeds from the sale of our common stock by the selling stockholders. See "Selling Stockholders."

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Our common stock has traded on the NYSE, under the symbol "ROC," since August 16, 2005. Prior to that time, there was no public market for our stock. The following table sets forth the high and low sales prices per share of our common stock, as reported by the NYSE for the periods indicated.

	High	Low
2012		
Fourth Quarter (through November 13, 2012)	\$ 50.29	\$ 43.32
Third Quarter	52.33	40.52
Second Quarter	56.99	41.19
First Quarter	57.00	39.36
2011		
Fourth Quarter	\$ 49.82	\$ 30.43
Third Quarter	62.03	33.69
Second Quarter	57.29	45.78
First Quarter	49.83	38.01
2010		
Fourth Quarter	\$ 42.24	\$ 31.55
Third Quarter	32.66	21.59
Second Quarter	31.30	21.88
First Quarter	26.95	20.20

The closing price of our common stock, as reported by the NYSE, on November 13, 2012 was \$44.81 per share. As of October 24, 2012, there were 77,652,708 shares of common stock outstanding and approximately 46 holders of record of our common stock.

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DIVIDEND POLICY

On June 11, 2012, our board of directors adopted a policy to commence a quarterly cash dividend program and declared an initial quarterly cash dividend of \$0.35 per share which was paid on July 11, 2012 to all common shareholders of record as of June 26, 2012. On September 5, 2012, a cash dividend of \$0.35 per share was paid. In addition, we are a holding company that does not conduct any business operations of our own. As a result, we are dependent upon cash dividends and distributions and other transfers from our subsidiaries to make dividend payments on our common stock. The amounts available to us to pay cash dividends are restricted by our subsidiaries' debt agreements. Under Rockwood Specialties Group Inc.'s senior secured credit facilities and indenture governing the 2020 Notes, Rockwood Specialties Group Inc. is permitted to pay dividends or other distributions to us subject to certain limitations and exceptions. Under our senior secured credit agreement, our ability to pay dividends is limited to \$600 million, plus additional amounts subject to satisfying certain leverage ratios. Any decision to declare and pay dividends in the future will be made at the discretion of our board of directors and will depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions and other factors that our board of directors may deem relevant.

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The table below sets forth the name of the selling stockholders and the number of shares of common stock offered hereby. The number of shares outstanding and the percentages of beneficial ownership are based on 77,652,708 shares of common stock outstanding as of October 24, 2012.

Name of Selling Stockholders	Beneficial Ownership of Shares of Common Stock Prior to the Offering(1)	Percent of Shares of Common Stock Owned Before the Offering	Shares of Common Stock Offered in the Offering	Beneficial Ownership of Shares of Common Stock After the Offering	Percent of Shares of Common Stock Owned After the Offering
KKR(2)	7,815,678	10.0%	6,900,838	914,840(3)	1.2%(3)

(1)

The amounts and percentages of our common stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a "beneficial owner" of a security if that person has or shares "voting power", which includes the power to vote or to direct the voting of such security, or "investment power", which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Under these rules, more than one person may be deemed to be a beneficial owner of such securities as to which such person has an economic interest.

(2)

KKR affiliates beneficially own as a group 7,815,678 shares of our common stock as follows:

1,739,923 shares of common stock are held by KKR Millennium Fund L.P., which includes 667,819 shares of common stock that were issued to it by the Company upon KKR