

Rockwood Holdings, Inc.  
Form 8-K  
May 10, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

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Date of Report (Date of earliest event reported): **May 6, 2011**

**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 office)(Zip Code)

**(609) 514-0300**

(Registrant's telephone number, including area code)

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**Not Applicable**

(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:

- 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)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the annual meeting of stockholders of Rockwood Holdings, Inc. (the Company) held on May 6, 2011, the Company's stockholders (Stockholders) voted on the following proposals, the final voting results of which are described below:

(i) The board of directors of the Company (the Board of Directors) nominated the following individuals to stand for election, and each nominee was elected by a plurality of the votes cast by shares entitled to vote at the meeting. Such directors shall serve until the 2014 annual meeting of Stockholders and until their successors are duly elected and qualified.

| Nominee          | Number of<br>Votes For | Number of<br>Votes<br>Withheld | Number of<br>Broker<br>Non-Votes |
|------------------|------------------------|--------------------------------|----------------------------------|
| Brian F. Carroll | 65,744,208             | 1,069,451                      | 3,336,901                        |
| Todd A. Fisher   | 65,887,832             | 925,827                        | 3,336,901                        |
| Douglas L. Maine | 66,109,111             | 704,548                        | 3,336,901                        |

(ii) The audit committee of the Board of Directors appointed the accounting firm, Deloitte & Touche LLP, to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011 and submitted such appointment for ratification by the Stockholders. The Stockholders ratified, by a majority of the shares present in person or represented and entitled to vote on the matter, the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011.

| Number of<br>Votes For | Number of<br>Votes Against | Number of Votes<br>Abstained |
|------------------------|----------------------------|------------------------------|
| 70,113,832             | 23,150                     | 13,513                       |

(iii) The Board of Directors submitted for the Stockholders' approval, in a non-binding advisory vote, the compensation paid to the Company's named executive officers. The Stockholders approved, by a majority of the shares present in person or represented and entitled to vote on the matter, the compensation paid to the Company's named executive officers.

| Number of<br>Votes For | Number of<br>Votes Against | Number of Votes<br>Abstained | Number of Broker<br>Non-Votes |
|------------------------|----------------------------|------------------------------|-------------------------------|
| 65,607,771             | 925,542                    | 280,346                      | 3,336,901                     |

(iv) The Board of Directors submitted for the Stockholders' recommendation, in a non-binding advisory vote, whether a non-binding advisory stockholder vote on the compensation of the Company's named executive officers should occur every one, two or three years. The Stockholders recommended, by a majority of the shares present in person or represented and entitled to vote on the matter, three years with respect to how frequently a non-binding advisory stockholder vote on the compensation paid to the Company's named executive officers should occur.

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| <b>Number of<br/>Votes For Three<br/>Years</b> | <b>Number of<br/>Votes for Two<br/>Years</b> | <b>Number of<br/>Votes for One<br/>Year</b> | <b>Number of<br/>Votes<br/>Abstained</b> | <b>Number of<br/>Broker<br/>Non-Votes</b> |
|--|--|---|--|---|
| 34,164,465                                     | 60,647                                       | 32,289,586                                  | 299,025                                  | 3,336,837                                 |

In light of the voting results for this proposal, the Board of Directors determined that a non-binding advisory vote to approve the compensation paid to the Company's named executive officers will occur every three years until the next required vote on the frequency of stockholder votes on the compensation of named executive officers. The Company is required to hold votes on frequency every six years.

**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/ Michael W. Valente |                     |
| Name:  |                        | Michael W. Valente  |
| Title: |                        | Assistant Secretary |

Dated: May 10, 2011