

ALBEMARLE CORP
Form S-4/A
September 23, 2014
[Table of Contents](#)

As filed with the Securities and Exchange Commission on September 23, 2014

Registration No. 333-198415

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

Amendment No. 1
to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Albemarle Corporation
(Exact name of Registrant as specified in its charter)

Virginia (State or other jurisdiction of incorporation or organization)	2821 (Primary Standard Industrial Classification Code Number)	54-1692118 (I.R.S. Employer Identification Number)
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451 Florida Street
Baton Rouge, Louisiana 70801

225-388-8011

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Karen G. Narwold, Esq.

Senior Vice President, General Counsel and Corporate Secretary

Albemarle Corporation

451 Florida Street

Baton Rouge, Louisiana 70801

225-388-8011

(Name, address, including zip code, and telephone number, including area code, of agent for service)

with copies to:

John A. Marzulli, Jr., Esq.	Thomas J. Riordan, Esq.	Brian M. Stadler, Esq.
Shearman & Sterling LLP	Executive Vice President &	Roxane F. Reardon, Esq.
599 Lexington Avenue	Chief Administrative Officer	Simpson Thacher & Bartlett LLP
New York, New York 10022	Rockwood Holdings, Inc.	425 Lexington Avenue
212-848-4000	100 Overlook Center	New York, New York 10017
	Princeton, New Jersey 08540	212-455-2000

609-514-0300

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable following the effectiveness of this Registration Statement and the completion of the merger described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

The information in this document is not complete and may be changed. Albemarle Corporation may not sell the securities offered by this document until the registration statement filed with the Securities and Exchange Commission is effective. This document is not an offer to sell these securities, and Albemarle Corporation is not soliciting an offer to buy these securities, in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY SUBJECT TO COMPLETION DATED SEPTEMBER 23, 2014

JOINT PROXY STATEMENT/PROSPECTUS

Dear Shareholders:

We are pleased to report that Albemarle Corporation (which we refer to as Albemarle) and Rockwood Holdings, Inc. (which we refer to as Rockwood) have entered into an agreement and plan of merger (which we refer to as the merger agreement) pursuant to which Albemarle Holdings Corporation, a wholly-owned subsidiary of Albemarle (which we refer to as Merger Sub), will merge with and into Rockwood and Rockwood will become a wholly-owned subsidiary of Albemarle (which we refer to as the merger).

In the merger, each outstanding share of Rockwood common stock (other than shares owned, directly or indirectly, by Albemarle, Merger Sub or Rockwood and shares with respect to which appraisal rights are properly exercised and not withdrawn) will be converted into the right to receive the following (which we refer to collectively as the merger consideration):

\$50.65 in cash, without interest; and

0.4803 of a share of Albemarle common stock.

Albemarle intends to apply to list the shares of Albemarle common stock to be issued in the merger on the New York Stock Exchange where, subject to official notice of issuance, they will trade under the symbol ALB, under which existing shares of Albemarle common stock already trade. Based on the number of shares of Rockwood common stock outstanding and the number of shares of Rockwood common stock issuable pursuant to outstanding Rockwood stock options and restricted stock units, in each case as of September 22, 2014, the total number of shares of Albemarle common stock expected to be issued in connection with the merger is approximately 34.8 million.

Before the merger can be completed, the shareholders of Albemarle must vote to approve the issuance of shares of Albemarle common stock to shareholders of Rockwood on the terms and conditions set out in the merger agreement and the shareholders of Rockwood must vote to adopt the merger agreement. Albemarle and Rockwood are sending you this joint proxy statement/prospectus to ask you to vote in favor of these matters.

Albemarle will hold a special meeting of its shareholders on Friday, November 14, 2014, at the time and place indicated in the enclosed notice of special meeting to Albemarle shareholders to consider and vote on (i) the issuance of the shares of Albemarle common stock and (ii) a proposal to adjourn the Albemarle special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the meeting to approve the issuance of the shares of Albemarle common stock.

Rockwood will hold a special meeting of its shareholders on Friday, November 14, 2014, at the time and place indicated in the enclosed notice of special meeting to Rockwood shareholders to consider and vote on (i) the adoption of the merger agreement, (ii) a non-binding, advisory proposal to approve the compensation that may be paid or become payable to Rockwood's named executive officers in connection with the merger and (iii) a proposal to adjourn the Rockwood special meeting, if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes at the time of the meeting to adopt the merger agreement.

The receipt of the merger consideration in exchange for Rockwood common stock pursuant to the merger will be a taxable transaction for U.S. federal income tax purposes and may also be taxable under state, local and non-U.S. income and other tax laws. We encourage shareholders of Rockwood to read the discussion of the material U.S. tax considerations of the merger in this joint proxy statement/prospectus under the caption *The Merger Material U.S. Federal Income Tax Consequences of the Merger* beginning on page 81.

YOUR VOTE IS VERY IMPORTANT. We cannot complete the merger unless both (i) Albemarle shareholders approve the issuance of the shares of Albemarle common stock and (ii) Rockwood shareholders adopt the merger agreement. Whether or not you plan to attend your special meeting, please take the time to submit your proxy by completing, signing, dating and returning the accompanying proxy card or by appointing your proxy by telephone or via the Internet as soon as possible. If you hold your shares in street name, you should instruct your bank, broker or other nominee how to vote in accordance with the voting instruction form you receive from your bank, broker or other nominee. Returning the proxy card does NOT deprive you of your right to attend your special meeting and to vote your shares in person.

This joint proxy statement/prospectus provides detailed information concerning the merger, the merger agreement and the proposals to be considered at the special meetings. Additional information regarding Albemarle and Rockwood has been filed with the Securities and Exchange Commission and is publicly available. **We encourage you to read carefully this entire joint proxy statement/prospectus, including all of its annexes, the section entitled Risk Factors beginning on page 23 and the documents incorporated by reference herein.**

We enthusiastically support the proposed combination of Albemarle and Rockwood. The Albemarle board of directors unanimously (excluding one director who recused herself) approved the merger agreement and the issuance of shares of Albemarle common stock and declared their advisability and recommends that Albemarle shareholders vote **FOR** the issuance of the shares of Albemarle common stock. The Rockwood board of directors unanimously approved the merger agreement and the consummation of the merger and declared the merger agreement advisable and recommends that Rockwood shareholders vote **FOR** the adoption of the merger agreement.

Luther C. Kissam IV
President and Chief Executive Officer

Robert J. Zatta
Acting Chief Executive Officer

Albemarle Corporation

and Chief Financial Officer

Rockwood Holdings, Inc.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved any of the transactions described in this joint proxy statement/prospectus or the shares of Albemarle common stock to be issued by Albemarle under this document or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated [DATE] and is first being mailed to

Albemarle shareholders and Rockwood shareholders on or about [DATE].

Table of Contents

REFERENCES TO ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about Albemarle and Rockwood from documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in this joint proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Albemarle Corporation
451 Florida Street
Baton Rouge, Louisiana 70801
Attention: Investor Relations
Telephone: 225-388-7322

Rockwood Holdings, Inc.
100 Overlook Center
Princeton, New Jersey 08540
Attention: Investor Relations
Telephone: 609-524-1101

If you would like to request documents, please do so by Thursday, November 6, 2014, in order to receive them before the Albemarle special meeting or Rockwood special meeting, as applicable.

For more information, see *Where You Can Find More Information* beginning on page 148.

You should rely only on the information contained in, or incorporated by reference into, this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated [DATE]. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than such date. You should also not assume that the information incorporated by reference in this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither the mailing of this joint proxy statement/prospectus to Albemarle shareholders or Rockwood shareholders nor the issuance of shares of Albemarle common stock in connection with the merger will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction, to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.

Table of Contents

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON NOVEMBER 14, 2014

[DATE]

To the shareholders of Albemarle Corporation:

NOTICE IS HEREBY GIVEN of a special meeting of the shareholders of Albemarle Corporation (which we refer to as Albemarle) to be held on Friday, November 14, 2014, at 8:00 a.m., local time, at Albemarle's offices located at 451 Florida Street, Baton Rouge, Louisiana 70801, for the following purposes:

1. To consider and vote upon a proposal to approve the issuance of shares of Albemarle common stock (which we refer to as the Albemarle share issuance) to shareholders of Rockwood Holdings, Inc. (which we refer to as Rockwood) on the terms and conditions set out in an agreement and plan of merger dated as of July 15, 2014, as it may be amended from time to time (which we refer to as the merger agreement), among Albemarle, Albemarle Holdings Corporation and Rockwood.
2. To consider and vote upon a proposal to adjourn the special meeting, if necessary or appropriate, including to permit further solicitation of proxies if there are not sufficient votes at the time of the Albemarle special meeting to approve the Albemarle share issuance (which we refer to as the Albemarle adjournment proposal).

The close of business on Tuesday, September 30, 2014, is the record date for determining which shareholders are entitled to notice of, and to vote at, the special meeting and at any subsequent adjournments or postponements thereof.

We cannot complete the merger unless the Albemarle share issuance is approved by a majority of the votes cast on the Albemarle share issuance at the Albemarle special meeting (assuming a quorum is present). The joint proxy statement/prospectus accompanying this notice explains the merger, the merger agreement and the proposals to be considered at the special meeting. Please review the joint proxy statement/prospectus carefully.

The Albemarle board of directors unanimously (excluding one director who recused herself) approved the merger agreement and the Albemarle share issuance and declared their advisability and recommends that Albemarle shareholders vote FOR the Albemarle share issuance.

Your vote is important. Whether or not you plan to attend the special meeting, please complete, sign, date and mail the enclosed proxy card in the postage-paid envelope provided at your earliest convenience. You may also submit a proxy by telephone or via the Internet by following the instructions printed on your proxy card. If you hold your shares through a bank, broker or other nominee, you should direct the vote of your shares in accordance with the voting instruction form received from your bank, broker or other nominee.

If you have any questions or need assistance with voting, please contact our proxy solicitor, Georgeson, toll-free at 888-505-6583.

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If you plan to attend the special meeting, you will be required to bring certain documents with you to be admitted to the meeting. Please read carefully the sections in the joint proxy statement/prospectus regarding attending and voting at the special meeting to ensure that you comply with these requirements.

By Order of the Board of Directors,

Karen G. Narwold
Secretary

Table of Contents

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON NOVEMBER 14, 2014

[DATE]

To the shareholders of Rockwood Holdings, Inc.:

NOTICE IS HEREBY GIVEN of a special meeting of the shareholders of Rockwood Holdings, Inc. (which we refer to as Rockwood) to be held on Friday, November 14, 2014, at 9:00 a.m., local time, at Rockwood's offices located at 100 Overlook Center, Princeton, New Jersey 08540, for the following purposes:

1. To consider and vote upon a proposal to adopt an agreement and plan of merger dated as of July 15, 2014, as it may be amended from time to time (which we refer to as the merger agreement), among Albemarle Corporation (which we refer to as Albemarle), Albemarle Holdings Corporation, a wholly-owned subsidiary of Albemarle (which we refer to as Merger Sub), and Rockwood, pursuant to which, among other things, Merger Sub will merge with and into Rockwood, Rockwood will become a wholly-owned subsidiary of Albemarle, and each outstanding share of Rockwood common stock (other than shares owned directly or indirectly by Albemarle, Merger Sub or Rockwood and shares with respect to which appraisal rights are properly exercised and not withdrawn) will be converted into the right to receive the following (which we refer to collectively as the merger consideration): (a) \$50.65 in cash, without interest; and (b) 0.4803 of a share of Albemarle common stock.
2. To consider and vote upon a proposal to approve, on an advisory non-binding basis, the compensation that may be paid or become payable to Rockwood's named executive officers in connection with the merger (which we refer to as the Rockwood merger-related compensation proposal).
3. To consider and vote upon a proposal to adjourn the special meeting, if necessary or appropriate, including to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to adopt the merger agreement (which we refer to as the Rockwood adjournment proposal).

The close of business on Tuesday, September 30, 2014, is the record date for determining which shareholders are entitled to notice of, and to vote at, the special meeting and at any subsequent adjournments or postponements thereof.

We cannot complete the merger unless the merger agreement is adopted by the affirmative vote of the holders of a majority of the shares of Rockwood common stock outstanding on the record date for the special meeting and entitled to vote thereon. The joint proxy statement/prospectus accompanying this notice explains the merger, the merger agreement and the proposals to be considered at the special meeting. Please review the joint proxy statement/prospectus carefully.

The Rockwood board of directors unanimously approved the merger agreement and the consummation of the merger and declared the merger agreement advisable and recommends that Rockwood shareholders vote FOR the adoption of the merger agreement.

Your vote is important. Whether or not you plan to attend the special meeting, please complete, sign, date and mail the enclosed proxy card in the postage-paid envelope provided at your earliest convenience. You may also submit a proxy by telephone or via the Internet by following the instructions printed on your proxy card. If you hold your shares through a bank, broker or other nominee, you should direct the vote of your shares in accordance with the voting instruction form received from your bank, broker or other nominee.

If you have any questions or need assistance with voting, please contact our proxy solicitor, Innisfree M&A Incorporated, toll-free at 877-750-9498 (banks and brokers may call collect at 212-750-5833).

Please do not send any stock certificates at this time.

If you plan to attend the special meeting, you will be required to bring certain documents with you to be admitted to the meeting. Please read carefully the sections in the joint proxy statement/prospectus regarding attending and voting at the special meeting to ensure that you comply with these requirements.

By Order of the Board of Directors,

Thomas J. Riordan
Executive Vice President and

Chief Administrative Officer and

Corporate Secretary

Table of Contents

TABLE OF CONTENTS

	Page
<u>QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETINGS</u>	1
<u>SUMMARY</u>	8
<u>General</u>	8
<u>The Albemarle Special Meeting</u>	12
<u>The Rockwood Special Meeting</u>	13
<u>The Merger Agreement</u>	14
<u>Selected Historical Consolidated Financial Data of Albemarle</u>	16
<u>Selected Historical Consolidated Financial Data of Rockwood</u>	17
<u>Selected Unaudited Pro Forma Condensed Combined Financial Data of Albemarle and Rockwood</u>	20
<u>Unaudited Comparative Per Share Data</u>	21
<u>Market Prices and Dividend Information</u>	21
<u>Financing</u>	22
<u>RISK FACTORS</u>	23
<u>Risks Related to the Merger</u>	23
<u>Risks Related to the Combined Company</u>	27
<u>Additional Risks Relating to Albemarle and Rockwood after the Merger</u>	29
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	30
<u>THE ALBEMARLE SPECIAL MEETING</u>	32
<u>Date, Time and Place</u>	32
<u>Purpose of the Special Meeting</u>	32
<u>Record Date; Shares Entitled to Vote; Quorum</u>	33
<u>Vote Required</u>	33
<u>Shares Owned by Albemarle Directors and Executive Officers</u>	33
<u>How to Vote</u>	33
<u>Voting of Proxies</u>	34
<u>Revocability of Proxies</u>	34
<u>Solicitation of Proxies</u>	35
<u>Householding</u>	35
<u>THE ROCKWOOD SPECIAL MEETING</u>	36
<u>Date, Time and Place</u>	36
<u>Purpose of the Special Meeting</u>	36
<u>Record Date; Shares Entitled to Vote; Quorum</u>	37
<u>Vote Required</u>	38
<u>Shares Owned by Rockwood Directors and Executive Officers</u>	38
<u>How to Vote</u>	38
<u>Voting of Proxies</u>	39
<u>Revocability of Proxies</u>	39
<u>Solicitation of Proxies</u>	39
<u>Householding</u>	39

<u>THE COMPANIES</u>	40
<u>Albemarle</u>	40
<u>Rockwood</u>	40
<u>Merger Sub</u>	40
<u>THE MERGER</u>	41
<u>General</u>	41
<u>Background to the Merger</u>	41
<u>Albemarle's Reasons for the Merger and Recommendation of the Albemarle Board of Directors</u>	51
<u>Rockwood's Reasons for the Merger and Recommendation of the Rockwood Board of Directors</u>	54
<u>Opinion of Albemarle's Financial Advisor</u>	57
<u>Opinions of Rockwood's Financial Advisors</u>	63
<u>Certain Unaudited Prospective Financial Information of Albemarle and Rockwood</u>	71
<u>Interests of Rockwood Directors and Executive Officers in the Merger</u>	73
<u>Merger Consideration</u>	80
<u>Ownership of Albemarle Following the Merger</u>	80
<u>Conversion of Shares; Procedures for Exchange of Shares</u>	80
<u>Effective Time of the Merger</u>	80
<u>Stock Exchange Listing of Albemarle Shares</u>	80

Table of Contents

	Page
<u>Delisting and Deregistration of Rockwood Common Stock</u>	81
<u>Material U.S. Federal Income Tax Consequences of the Merger</u>	81
<u>Chilean Tax Considerations</u>	85
<u>Regulatory Matters</u>	86
<u>Appraisal Rights</u>	87
<u>Resale of Shares of Albemarle Common Stock</u>	90
<u>FINANCING RELATING TO THE MERGER</u>	91
<u>CERTAIN LITIGATION</u>	94
<u>THE MERGER AGREEMENT</u>	95
<u>The Merger</u>	95
<u>Closing of the Merger</u>	95
<u>Merger Consideration Received by Rockwood Shareholders; No Fractional Shares</u>	95
<u>Treatment of Rockwood Stock Options and Other Equity-Based Awards</u>	95
<u>Conversion of Shares; Exchange of Certificates</u>	96
<u>Appraisal Rights</u>	97
<u>Conditions to the Completion of the Merger</u>	97
<u>No Solicitation</u>	99
<u>Termination of the Merger Agreement</u>	101
<u>Payment of Certain Fees and Expenses</u>	102
<u>Conduct of Business Pending the Merger</u>	103
<u>Representations and Warranties</u>	106
<u>Additional Terms</u>	108
<u>Employee Benefits and Related Matters</u>	108
<u>Indemnification and Insurance</u>	109
<u>Financing</u>	110
<u>Appointment of Additional Albemarle Directors</u>	112
<u>Amendment; Extension and Waiver</u>	112
<u>Governing Law; Specific Performance; Third-Party Beneficiaries</u>	112
<u>ACCOUNTING TREATMENT</u>	114
<u>UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS</u>	115
<u>COMPARATIVE STOCK PRICES AND DIVIDENDS</u>	129
<u>DESCRIPTION OF ALBEMARLE COMMON STOCK</u>	130
<u>COMPARISON OF SHAREHOLDERS' RIGHTS</u>	134
<u>LEGAL MATTERS</u>	143
<u>EXPERTS</u>	144
<u>OTHER MATTERS</u>	145
<u>FUTURE ALBEMARLE SHAREHOLDER PROPOSALS</u>	146
<u>FUTURE ROCKWOOD SHAREHOLDER PROPOSALS</u>	147
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	148
<u>ANNEX A AGREEMENT AND PLAN OF MERGER</u>	A-1

<u>ANNEX B</u>	<u>OPINION OF MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED</u>	B-1
<u>ANNEX C</u>	<u>OPINION OF LAZARD FRÈRES & CO. LLC</u>	C-1
<u>ANNEX D</u>	<u>OPINION OF CITIGROUP GLOBAL MARKETS INC.</u>	D-1
<u>ANNEX E</u>	<u>GENERAL CORPORATION LAW OF THE STATE OF DELAWARE SECTION 262. APPRAISAL RIGHTS</u>	E-1

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETINGS

*The following questions and answers are intended to address briefly some commonly asked questions regarding the merger and the special meetings. These questions and answers only highlight some of the information contained in this joint proxy statement/prospectus and may not contain all the information that is important to you. You should read carefully this entire joint proxy statement/prospectus, including the Annexes and the documents incorporated by reference into this joint proxy statement/prospectus, to understand fully the proposed merger and the voting procedures for the special meetings. See *Where You Can Find More Information* beginning on page 148.*

Q1: Why am I receiving this joint proxy statement/prospectus?

A: You are receiving this joint proxy statement/prospectus in connection with the proposed acquisition of Rockwood Holdings, Inc. (which we refer to in this joint proxy statement/prospectus as Rockwood) by Albemarle Corporation (which we refer to in this joint proxy statement/prospectus as Albemarle). The proposed acquisition is contemplated by an agreement and plan of merger dated as of July 15, 2014, as it may be amended from time to time (which we refer to in this joint proxy statement/prospectus as the merger agreement), entered into among Albemarle, Albemarle Holdings Corporation (which we refer to in this joint proxy statement/prospectus as Merger Sub) and Rockwood.

In order to complete the transactions contemplated by the merger agreement, the shareholders of Albemarle must approve the issuance of shares of Albemarle common stock as part of the merger consideration paid to shareholders of Rockwood pursuant to the merger agreement (which we refer to in this joint proxy statement/prospectus as the Albemarle share issuance) and the shareholders of Rockwood must adopt the merger agreement. Albemarle and Rockwood will hold separate special meetings of their shareholders to obtain the required approvals, and you are receiving this joint proxy statement/prospectus in connection with those special meetings. For a summary of certain provisions of the merger agreement, see the section entitled *The Merger Agreement* beginning on page 95. In addition, a copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A. We urge you to read carefully this joint proxy statement/prospectus and the merger agreement in their entirety.

Q2: What are Albemarle shareholders being asked to vote on and how many votes are required?

A: Albemarle shareholders are being asked to vote to:

approve the Albemarle share issuance, which requires approval by a majority of the votes of shares of common stock, par value \$0.01 per share, of Albemarle (which we refer to in this joint proxy statement/prospectus as Albemarle common stock) cast (in person or by proxy) on the Albemarle share issuance at the Albemarle special meeting (assuming a quorum is present); and

approve the Albemarle adjournment proposal, if necessary or appropriate, which requires that the votes cast favoring the Albemarle adjournment proposal exceed the votes cast opposing the Albemarle adjournment proposal at the Albemarle special meeting (whether or not a quorum is present).

Q3: What are Rockwood shareholders being asked to vote on and how many votes are required?

A: Rockwood shareholders are being asked to vote to:

adopt the merger agreement, which requires the affirmative vote of the holders of a majority of the shares of common stock, par value \$0.01 per share, of Rockwood (which we refer to in this joint proxy statement/prospectus as Rockwood common stock) that are outstanding as of the record date for the Rockwood special meeting and entitled to vote on the adoption of the merger agreement (whether or not present) at the Rockwood special meeting;

approve, on an advisory non-binding basis, the Rockwood merger-related compensation proposal, which requires the affirmative vote of holders of a majority of the shares of Rockwood common stock present (in person or by proxy) and entitled to vote on the proposal at the Rockwood special meeting (assuming a quorum is present); and

approve the Rockwood adjournment proposal, if necessary or appropriate, which requires the affirmative vote of holders of a majority of the shares of Rockwood common stock present (in person or by proxy) and entitled to vote on the proposal at the Rockwood special meeting (assuming a quorum is present).

Q4: What will Rockwood shareholders receive in the merger?

A: At the effective time of the merger, each share of Rockwood common stock (other than Rockwood excluded shares, as described below) will be converted into the right to receive the following (which we collectively refer to in this joint proxy statement/prospectus as the merger consideration):

\$50.65 in cash, without interest; and

Table of Contents

0.4803 of a share of Albemarle common stock (which we refer to in this joint proxy statement/prospectus as the exchange ratio).

Shares of Rockwood common stock owned by Rockwood as treasury stock or that are owned, directly or indirectly, by Albemarle, Merger Sub or Rockwood (other than shares held by any wholly-owned subsidiary of Rockwood), which will automatically be canceled in the merger, shares of Rockwood common stock held by any wholly-owned subsidiary of Rockwood, which will remain outstanding as shares of Rockwood as the surviving corporation, and shares of Rockwood common stock with respect to which appraisal rights are properly exercised and not withdrawn (which we collectively refer to in this joint proxy statement/prospectus as the Rockwood excluded shares) will not be converted into the right to receive the merger consideration.

Q5: Does the Albemarle board of directors support the merger and the Albemarle share issuance?

A: Yes. The Albemarle board of directors unanimously (excluding one director who recused herself) approved the merger agreement and the Albemarle share issuance, declared their advisability and recommends that Albemarle shareholders vote **FOR** the Albemarle share issuance.

The Albemarle board of directors also unanimously (excluding one director who recused herself) recommends that Albemarle shareholders vote **FOR** the Albemarle adjournment proposal.

Q6: Does the Rockwood board of directors support the merger and the Rockwood merger-related compensation proposal?

A: Yes. The Rockwood board of directors unanimously approved the merger agreement and the consummation of the merger, declared the merger agreement advisable and recommends that Rockwood shareholders vote **FOR** the adoption of the merger agreement.

The Rockwood board of directors also unanimously recommends that Rockwood shareholders vote **FOR** the Rockwood merger-related compensation proposal and **FOR** the Rockwood adjournment proposal.

Q7: Are there risks involved in undertaking the merger?

A: Yes. In evaluating the merger contemplated by the merger agreement, you should carefully consider the factors discussed in the section of this joint proxy statement/prospectus entitled *Risk Factors* beginning on page 23, as well as the other information about Albemarle and Rockwood contained or included in the documents incorporated by reference in this joint proxy statement/prospectus.

Q8: When and where is the Albemarle special meeting?

A:

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The Albemarle special meeting will be held on Friday, November 14, 2014, at 8:00 a.m., local time, at Albemarle's offices located at 451 Florida Street, Baton Rouge, Louisiana 70801. Albemarle shareholders may attend the Albemarle special meeting and vote their shares in person, or may appoint a proxy by completing, signing, dating and returning the enclosed proxy card. Albemarle shareholders may also follow the instructions on the proxy card or voting instruction form to appoint a proxy by telephone or via the Internet.

Q9: When and where is the Rockwood special meeting?

A: The Rockwood special meeting will be held on Friday, November 14, 2014, at 9:00 a.m., local time, at Rockwood's offices located at 100 Overlook Center, Princeton, New Jersey 08540. Rockwood shareholders may attend the Rockwood special meeting and vote their shares in person, or may appoint a proxy by completing, signing, dating and returning the enclosed proxy card. Rockwood shareholders may also follow the instructions on the proxy card or voting instruction form to appoint a proxy by telephone or via the Internet.

Q10: Who can vote at the Albemarle special meeting?

A: You can vote at the Albemarle special meeting if you were the record holder of shares of Albemarle common stock as of the close of business on Tuesday, September 30, 2014 (which we refer to in this joint proxy statement/prospectus as the Albemarle record date). As of the Albemarle record date, there were [] shares of Albemarle common stock outstanding.

Q11: Who can vote at the Rockwood special meeting?

A: You can vote at the Rockwood special meeting if you were the record holder of shares of Rockwood common stock as of the close of business on Tuesday, September 30, 2014 (which we refer to in this joint proxy statement/prospectus as the Rockwood record date). As of the Rockwood record date, there were [] shares of Rockwood common stock outstanding.

Table of Contents

Q12: What is the quorum requirement for the Albemarle special meeting?

- A: A majority of the shares of Albemarle common stock entitled to vote, represented in person or by proxy, will constitute a quorum for the transaction of business at the Albemarle special meeting. Abstentions will be treated as present at the Albemarle special meeting for purposes of determining the presence or absence of a quorum for the transaction of all business. Because there can be no broker non-votes at the Albemarle special meeting, failure to provide instructions to your bank, broker or other nominee on how to vote will result in your shares not being counted as present at the meeting.

Q13: What is the quorum requirement for the Rockwood special meeting?

- A: Shareholders who hold shares representing a majority of the outstanding shares of Rockwood common stock on the Rockwood record date must be present in person or represented by proxy to constitute a quorum for voting on the proposal to adopt the merger agreement. Shareholders who hold shares representing a majority of the outstanding shares of Rockwood common stock entitled to vote on each other matter at the Rockwood special meeting must be present in person or represented by proxy to constitute a quorum for voting on the Rockwood merger-related compensation proposal and the Rockwood adjournment proposal at the Rockwood special meeting. Abstentions will be treated as present at the Rockwood special meeting for purposes of determining the presence or absence of a quorum for the transaction of all business. Because there can be no broker non-votes at the Rockwood special meeting, failure to provide instructions to your bank, broker or other nominee on how to vote will result in your shares not being counted as present at the meeting.

Q14: What do Albemarle shareholders need to do now?

- A: After carefully reading and considering the information contained, or incorporated by reference, in this joint proxy statement/prospectus, please complete, sign and date your proxy card and return it in the enclosed postage-paid return envelope or appoint your proxy by telephone or via the Internet as soon as possible, so that your shares may be represented at the Albemarle special meeting. If you sign and send in your proxy card and do not indicate how you want to vote, the persons named in the proxy card will vote the shares represented by that proxy **FOR** each of the proposals to be voted on at the Albemarle special meeting described in this joint proxy statement/prospectus, as recommended by the Albemarle board of directors.

Q15: What are the consequences of not voting or abstaining from voting at the Albemarle special meeting?

- A: Because the vote required to approve the Albemarle share issuance is based on a majority of the shares of Albemarle common stock that are cast on the Albemarle share issuance at the Albemarle special meeting (assuming a quorum is present) and because under the rules of the New York Stock Exchange (which we refer to in this joint proxy statement/prospectus as the NYSE), abstentions are counted as votes cast, abstentions will have the same effect as a vote **AGAINST** the Albemarle share issuance, while shares not present at the Albemarle special meeting will have no effect on the vote to approve the Albemarle share issuance.

Because approval of the Albemarle adjournment proposal requires that the votes cast favoring the Albemarle adjournment proposal exceed the votes cast opposing the Albemarle adjournment proposal at the Albemarle special meeting (whether or not a quorum is present), abstentions and shares not present at the Albemarle special meeting will have no effect on the outcome of the vote on the Albemarle adjournment proposal.

Q16: What do Rockwood shareholders need to do now?

A: After carefully reading and considering the information contained, or incorporated by reference, in this joint proxy statement/prospectus, please complete, sign and date your proxy card and return it in the enclosed postage-paid return envelope or appoint your proxy by telephone or via the Internet as soon as possible, so that your shares may be represented at the Rockwood special meeting. If you sign and send in your proxy card and do not indicate how you want to vote, the persons named in the proxy card will vote the shares represented by that proxy **FOR** each of the proposals to be voted on at the Rockwood special meeting described in this joint proxy statement/prospectus, as recommended by the Rockwood board of directors.

Q17: What are the consequences of not voting or abstaining from voting at the Rockwood special meeting?

A: Because the vote required to adopt the merger agreement is based on a majority of the shares of Rockwood common stock outstanding as of the Rockwood record date and entitled to vote on the adoption of the merger agreement at such meeting, abstentions and shares not present at the Rockwood special meeting will have the same effect as a vote **AGAINST** the proposal to adopt the merger agreement.

Table of Contents

Because approval of each of the Rockwood merger-related compensation proposal and the Rockwood adjournment proposal requires the affirmative vote of holders of a majority of the shares of Rockwood common stock that are entitled to vote on such proposals and are present, in person or by proxy, at the Rockwood special meeting, abstentions will have the same effect as votes AGAINST the proposals, while shares not present at the Rockwood special meeting will have no effect on the outcome of any vote on the Rockwood merger-related compensation proposal or the Rockwood adjournment proposal (in each case, assuming a quorum is present).

Q18: If my shares are held in street name by my bank, broker or other nominee, will my bank, broker or other nominee vote my shares for me?

A: Your bank, broker or other nominee will not vote your shares and your shares will not be present at a meeting unless you provide instructions on how to vote. There will be no broker non-votes because the only proposals to be voted on at the special meetings are non-routine under NYSE Rule 452. Shares for which no instructions have been given will be treated as not present at the respective special meetings. You should follow the directions and instructions provided by your bank, broker or other nominee regarding how to instruct your bank, broker or other nominee to vote your shares.

Q19: What happens to Rockwood stock options and other equity-based awards at the effective time of the merger?

A: Each outstanding and unexercised Rockwood stock option will be converted into an option to acquire a number of shares of Albemarle common stock determined by multiplying the number of shares underlying such Rockwood stock option by the sum of (x) the exchange ratio (0.4803) plus (y) the quotient obtained by dividing the cash portion of the merger consideration (\$50.65) by the volume weighted average price of a share of Albemarle common stock over the five trading days prior to the merger, subject to the same terms and conditions of the Rockwood stock option as in effect prior to the merger. The applicable exercise price will also be appropriately adjusted in a manner designed to maintain the intrinsic value of the Rockwood stock option. All outstanding Rockwood stock options have fully vested and are exercisable under the terms of their respective stock option plans and award agreements.

Each outstanding performance-based restricted stock unit in respect of Rockwood common stock will, upon the effective time of the merger, be converted into the right to receive a cash payment calculated based on the achievement of performance conditions as of the effective time of the merger, which payment will vest and become payable on the payment date set out in the applicable award agreement or, if earlier, upon a qualifying termination of employment. Achievement of performance conditions under performance-based restricted stock unit awards will be determined based on the total shareholder return (in the case of performance-based restricted stock units) or stock price multiple (in the case of performance-based market stock units) based on either Rockwood's total shareholder return compared against a specified peer group or the increase in Rockwood's stock price, respectively, in each case, as determined at the beginning of the performance period, compared to the CIC Per Share Price. The CIC Per Share Price will equal the sum of (x) the cash portion of the merger consideration (\$50.65) plus (y) the product of the exchange ratio (0.4803) and the volume weighted average price of a share of Albemarle common stock over the five trading days prior to the merger. In addition, following the merger and until the payment date, the amount payable to award recipients will accrue interest annually at LIBOR plus 2.0%.

Q20: What if I hold shares in both Albemarle and Rockwood?

- A: You will receive separate proxy or voting instruction cards for each company and must complete, sign and date each proxy or voting instruction card and return each proxy or voting instruction card in the appropriate postage-paid envelope or, if available, by submitting a proxy or voting instructions by telephone or via the Internet for each company.

Q21: What happens if I sell my shares of Albemarle common stock before the Albemarle special meeting?

- A: The record date for the Albemarle special meeting is earlier than the date of the Albemarle special meeting and the date that the merger contemplated by the merger agreement is expected to be completed. If you transfer your shares of Albemarle common stock after the Albemarle record date, but before the Albemarle special meeting, then, unless the transferee requests a proxy, you will retain your right to vote at the Albemarle special meeting.

Q22: What happens if I sell my shares of Rockwood common stock before the Rockwood special meeting?

- A: The record date for the Rockwood special meeting is earlier than the date of the Rockwood special meeting and the date that the merger contemplated by the merger agreement is expected to be completed. If you transfer your shares of Rockwood common stock after the Rockwood record date, but before the Rockwood special meeting, then, unless the transferee requests a proxy, you will retain your right to vote at the Rockwood special meeting but will have transferred any right to receive the merger consideration applicable to such shares if the merger is completed. In order to receive the merger consideration applicable to your shares of Rockwood common stock as set out in the merger agreement, you must hold your shares through the completion of the merger.

Table of Contents

Q23: What happens if I sell my shares of Rockwood common stock after the Rockwood special meeting, but before the completion of the merger?

- A: If you transfer your shares of Rockwood common stock after the Rockwood special meeting, but before the completion of the merger, you will have transferred any right to receive the merger consideration applicable to such shares if the merger is completed. In order to receive the merger consideration for your shares of Rockwood common stock as set out in the merger agreement, you must hold your shares through the completion of the merger.

Q24: Do Albemarle shareholders have to vote on the Albemarle share issuance at the Albemarle special meeting if the Albemarle board of directors has changed its recommendation of such proposal?

- A: Yes. Unless the merger agreement is terminated before the Albemarle special meeting, Albemarle will notify Albemarle shareholders before the Albemarle special meeting if the Albemarle board of directors has changed its recommendation with respect to the Albemarle share issuance. However, Albemarle shareholders will be asked to vote on the Albemarle share issuance even if the Albemarle board of directors has so changed its recommendation.

Q25: Do Rockwood shareholders have to vote on the adoption of the merger agreement at the Rockwood special meeting if the Rockwood board of directors has changed its recommendation of such proposal?

- A: Yes. Unless the merger agreement is terminated before the Rockwood special meeting, Rockwood will notify Rockwood shareholders before the Rockwood special meeting if the Rockwood board of directors has changed its recommendation with respect to the adoption of the merger agreement. However, Rockwood shareholders will be asked to vote on such adoption even if the Rockwood board of directors has so changed its recommendation. Under certain circumstances specified in the merger agreement, the Rockwood board of directors may terminate the merger agreement in lieu of changing its recommendation, in which case Rockwood shareholders would not have to vote on the adoption of the merger agreement. You should read *The Merger Agreement Termination of the Merger Agreement* beginning on page 101 for a more complete discussion of the rights of Rockwood and Albemarle to terminate the merger agreement.

Q26: If I am an Albemarle shareholder, can I revoke my proxy after I have mailed my signed proxy?

- A: Yes. You can revoke your proxy before your proxy is voted at the Albemarle special meeting, including in the event that the Albemarle board of directors has changed its recommendation. You can revoke your proxy in one of three ways:

you can send a written notice stating that you would like to revoke your proxy;

you can complete and submit a new valid proxy bearing a later date by mail, telephone or via the Internet; or

you can attend the Albemarle special meeting and vote in person.

Attendance at the Albemarle special meeting will not, in and of itself, constitute revocation of a proxy; you must also vote by ballot at the Albemarle special meeting.

If you are an Albemarle shareholder and you choose to send a written notice of revocation or to mail a new proxy, you must submit your notice of revocation or your new proxy to Albemarle Corporation, Attention: Corporate Secretary, 451 Florida Street, Baton Rouge, Louisiana 70801, and it must be received at or before the start of the Albemarle special meeting. Any proxy that you submitted via the Internet or by telephone may be revoked by submitting a new proxy via the Internet or by telephone, not later than 11:59 p.m. Eastern Standard Time on Thursday, November 13, 2014, or by voting in person at the meeting. If your shares are held in the name of a bank, broker or other nominee, you should contact them to change your vote.

Q27: If I am a Rockwood shareholder, can I revoke my proxy after I have mailed my signed proxy?

A: Yes. You can revoke your proxy at any time before the vote is taken at the Rockwood special meeting, including in the event that the Rockwood board of directors has changed its recommendation. You can revoke your proxy in one of three ways:

you can file an instrument in writing revoking the proxy with Rockwood's Corporate Secretary;

you can file another duly executed proxy bearing a later date with Rockwood's Corporate Secretary;

you can complete and submit a new valid proxy bearing a later date by telephone or via the Internet; or

you can attend the Rockwood special meeting and vote in person.

Attendance at the Rockwood special meeting will not, in and of itself, constitute revocation of a proxy; you must also vote by ballot at the Rockwood special meeting.

Table of Contents

If you are a Rockwood shareholder and you choose to send a written notice or to mail a new proxy, you must submit your notice of revocation or your new proxy to Rockwood Holdings, Inc., Attention: Corporate Secretary, 100 Overlook Center, Princeton, New Jersey 08540, and it must be received at any time before the vote is taken at the Rockwood special meeting. Any proxy that you submitted may also be revoked by submitting a new proxy via the Internet or by telephone, not later than 11:59 p.m. Eastern Standard Time on Thursday, November 13, 2014, or by voting in person at the meeting. If your shares are held in the name of a bank, broker or other nominee, you should contact them to change your vote.

Q28: Where can I find the results of the Albemarle special meeting or the Rockwood special meeting?

A: Each company intends to announce preliminary voting results at the applicable special meeting and publish final results through a Current Report on Form 8-K that will be filed with the Securities and Exchange Commission within four business days of the applicable special meeting.

Q29: If I am a Rockwood shareholder and my shares are represented by physical stock certificates, should I send in my stock certificates now?

A: No. After the merger is completed, you will receive a transmittal form with instructions for the surrender of your Rockwood common stock certificates. Please do not send in your stock certificates with your proxy card.

Q30: Is the merger expected to be taxable to Rockwood shareholders?

A: Yes. The receipt of the merger consideration in exchange for Rockwood common stock pursuant to the merger will be a taxable transaction for U.S. federal income tax purposes and may also be taxable under state, local and non-U.S. income and other tax laws. For U.S. federal income tax purposes, if you held Rockwood common stock as a capital asset you will generally recognize capital gain or loss as a result of the merger measured by the difference, if any, between (1) the sum of (a) the amount of cash you receive in the merger including amounts, if any, withheld from the merger consideration otherwise payable to you and paid to taxing authorities by Albemarle or other applicable withholding agents and (b) the fair market value, at the effective time of the merger, of the shares of Albemarle common stock you receive in the merger, and (2) the adjusted tax basis in your shares of Rockwood common stock immediately prior to the effective time of the merger. You should read *The Merger Material U.S. Federal Income Tax Consequences of the Merger* beginning on page 81 for a more complete discussion of the material U.S. federal income tax consequences of the merger. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. **We urge you to consult your tax advisor to determine the tax consequences of the merger to you.**

Q31: When do you expect the merger to be completed?

A:

Albemarle and Rockwood are working to complete the merger as quickly as possible. Subject to obtaining the approvals of our shareholders at our respective special meetings, and satisfaction of the other conditions set out in the merger agreement, Albemarle and Rockwood currently expect that the merger will be completed during the first quarter of 2015. However, it is possible that the merger could be completed earlier or that factors outside of our control could require us to complete the merger at a later time or not complete it at all. Either party may terminate the merger agreement if the merger is not completed by May 15, 2015, unless the failure of the merger to have been completed by such date was primarily caused by the failure of the party seeking to terminate the merger agreement to have performed in all material respects its obligations under the merger agreement. For a description of certain matters that could delay or prevent the completion of the merger, please refer to *Risk Factors* beginning on page 23.

Q32: What are the conditions to the completion of the merger?

A: In addition to the approval of the Albemarle share issuance by Albemarle shareholders and the adoption of the merger agreement by Rockwood shareholders, the completion of the merger is subject to the satisfaction of a number of other conditions, including certain regulatory clearances. For additional information on the regulatory clearances required to complete the merger, please see the section titled *The Merger Regulatory Matters* beginning on page 86. For further information on the conditions to the completion of the merger, please see the section titled *The Merger Agreement Conditions to the Completion of the Merger* beginning on page 97.

Q33: Will I still be paid dividends prior to the merger?

A: Albemarle and Rockwood have each historically paid quarterly cash dividends to their respective shareholders. Under the merger agreement, Albemarle and Rockwood may continue to make their regular quarterly cash dividends consistent

Table of Contents

with past practice over the twelve months preceding the date of the merger agreement (including, in the case of Albemarle, a regular annual increase of its dividend after December 31, 2014 to no more than \$0.30 per share) without the other party's consent. Albemarle and Rockwood expect to make additional public announcements from time to time prior to the completion of the merger with respect to the timing of the declaration and payment of dividends to their respective shareholders.

Q34: Can I seek appraisal of my shares of Rockwood common stock?

A: Under Delaware law, holders of Rockwood common stock who do not vote in favor of adoption of the merger agreement are entitled to demand appraisal of their shares of Rockwood common stock in accordance with the applicable provisions of Delaware law, and, if such rights are properly demanded and perfected and are not withdrawn or otherwise lost and the merger is completed, such shareholders will be entitled to obtain payment of the judicially determined fair value of such shareholders' shares of Rockwood common stock instead of receiving the merger consideration for their shares. To exercise such rights, Rockwood shareholders must strictly follow the procedures prescribed by Delaware law. The failure to strictly follow such procedures can result in the loss of such rights. These procedures are summarized under the section entitled *The Merger Appraisal Rights* beginning on page 97. In addition, the text of the applicable appraisal rights provisions of Delaware law is included as Annex E to this joint proxy statement/prospectus, and you are encouraged to read those provisions carefully. It is possible that the fair value of shares of Rockwood common stock as determined by the Delaware Court of Chancery may be more or less than, or the same as, the merger consideration.

Q35: Where can I find more information about the companies?

A: You can obtain more information about Albemarle and Rockwood from the various sources described under *Where You Can Find More Information* beginning on page 148.

Q36: Who can help answer my questions?

A: If you have any questions about the merger or if you need additional copies of this joint proxy statement/prospectus or the relevant proxy card, you should contact:

For Albemarle:

GEORGESON
Shareholders Call Toll Free: 888-505-6583

For Rockwood:

INNISFREE M&A INCORPORATED
Shareholders Call Toll Free: 877-750-9498
Banks and Brokers Call Collect: 212-750-5833

Table of Contents

SUMMARY

*This summary highlights selected information from this joint proxy statement/prospectus and may not contain all of the information that is important to you. For a more detailed description of the merger and the legal terms of the merger agreement, you should carefully read this entire joint proxy statement/prospectus and the other documents to which we refer you, including in particular the copy of the merger agreement that is attached as Annex A to this joint proxy statement/prospectus and as Exhibit 2.1 to the registration statement on Form S-4, of which this joint proxy statement/prospectus forms a part, filed by Albemarle with the Securities and Exchange Commission (which we refer to in this joint proxy statement/prospectus as the SEC). See also *Where You Can Find More Information* beginning on page 148. We have included page references parenthetically to direct you to a more detailed description of the topics presented in this summary.*

General

The Merger (page 41)

On July 15, 2014, Albemarle, Merger Sub and Rockwood entered into the merger agreement, which is the agreement governing the merger. On the terms and subject to the conditions set out in the merger agreement, Merger Sub, a wholly-owned subsidiary of Albemarle, will merge with and into Rockwood (which we refer to in this joint proxy statement/prospectus as the merger), with Rockwood as the surviving corporation in the merger. Following the completion of the merger, Rockwood will be a wholly-owned subsidiary of Albemarle and Rockwood common stock will no longer be publicly traded.

The Companies (page 40)

Albemarle is a leading global developer, manufacturer and marketer of highly-engineered specialty chemicals that meet customer needs across a diverse range of end markets, including the petroleum refining, consumer electronics, plastics/packaging, construction, automotive, lubricants, pharmaceuticals, crop protection, food safety and custom chemistry services markets. Albemarle employs approximately 3,900 people and serves customers in approximately 100 countries. Albemarle was incorporated in Virginia in 1993. Albemarle's principal executive offices are located at 451 Florida Street, Baton Rouge, Louisiana 70801, and its telephone number at that address is 225-388-8011. Albemarle's website is www.albemarle.com.

Rockwood is a leading global developer, manufacturer and marketer of technologically advanced and high value-added specialty chemicals used for industrial and commercial purposes. Rockwood is a leading integrated and low cost global producer of lithium and lithium compounds for use in things such as lithium ion batteries for hybrid and electric vehicles and electronic devices, as well as pharmaceutical applications, among other things, and is also the second largest global producer of surface treatment products and services for metal processing, including for use in the automotive and aerospace industries. Rockwood employs approximately 3,500 people and serves customers in more than 60 countries. Rockwood was incorporated in Delaware in September 2000. Rockwood's principal executive offices are located at 100 Overlook Center, Princeton, New Jersey 08540, and its telephone number at that address is 609-514-0300. Rockwood's website is www.rocksp.com.

Merger Sub, a Delaware corporation and a wholly-owned subsidiary of Albemarle, was formed on July 11, 2014, solely for the purpose of effecting the merger. To date, Merger Sub has not conducted any activities other than those in connection with its formation and in connection with the transactions contemplated by the merger agreement. Merger Sub's principal executive offices are located at 451 Florida Street, Baton Rouge, Louisiana 70801, and the telephone number at that address is 225-388-8011.

Merger Consideration to be Received by Rockwood Shareholders (page 80)

At the effective time of the merger, each share of Rockwood common stock (other than Rockwood excluded shares) will be converted into the right to receive (a) \$50.65 in cash, without interest; and (b) 0.4803 of a share of Albemarle common stock.

Treatment of Rockwood Stock Options and Other Equity-Based Awards (page 95)

Each outstanding and unexercised Rockwood stock option will be converted into an option to acquire a number of shares of Albemarle common stock determined by multiplying the number of shares underlying such Rockwood stock option by the sum of (x) the exchange ratio (0.4803) plus (y) the quotient obtained by dividing the cash portion of the merger consideration (\$50.65) by the volume weighted average price of a share of Albemarle common stock over the five trading

Table of Contents

days prior to the merger, subject to the same terms and conditions of the Rockwood stock option as in effect prior to the merger. The applicable exercise price will also be appropriately adjusted in a manner designed to maintain the intrinsic value of the Rockwood stock option. All outstanding Rockwood stock options have fully vested and are exercisable under the terms of their respective stock option plans and award agreements.

Each outstanding performance-based restricted stock unit in respect of Rockwood common stock will, upon the effective time of the merger, be converted into the right to receive a cash payment calculated based on the achievement of performance conditions as of the effective time of the merger, which payment will vest and become payable on the payment date set out in the applicable award agreement or, if earlier, upon a qualifying termination of employment. Achievement of performance conditions under performance-based restricted stock unit awards will be determined based on the total shareholder return (in the case of performance-based restricted stock units) or stock price multiple (in the case of performance-based market stock units) based on either Rockwood's total shareholder return compared against a specified peer group or the increase in Rockwood's stock price, respectively, in each case, as determined at the beginning of the performance period, compared to the CIC Per Share Price. The CIC Per Share Price will equal the sum of (x) the cash portion of the merger consideration (\$50.65) plus (y) the product of the exchange ratio (0.4803) and the volume weighted average price of a share of Albemarle common stock over the five trading days prior to the merger. In addition, following the merger and until the payment date, the amount payable to award recipients will accrue interest annually at LIBOR plus 2.0%.

Appraisal Rights (page 97)

Under Delaware law, holders of Rockwood common stock who do not vote in favor of adoption of the merger agreement are entitled to demand appraisal of their shares of Rockwood common stock in accordance with the applicable provisions of Delaware law, and, if such rights are properly demanded and perfected and are not withdrawn or otherwise lost and the merger is completed, such shareholders will be entitled to obtain payment of the judicially determined fair value of such shareholders' shares of Rockwood common stock instead of receiving the merger consideration. To exercise such rights, Rockwood shareholders must strictly follow the procedures prescribed by Delaware law. The failure to strictly follow such procedures can result in the loss of such rights. It is possible that the fair value of shares of Rockwood common stock as determined by the Delaware Court of Chancery may be more or less than, or the same as, the merger consideration.

Under Virginia law, Albemarle shareholders are not entitled to appraisal rights in connection with the merger.

Material U.S. Federal Income Tax Consequences of the Merger (page 81)

The receipt of the merger consideration in exchange for Rockwood common stock pursuant to the merger will be a taxable transaction for U.S. federal income tax purposes and may also be taxable under state, local and non-U.S. income and other tax laws. For U.S. federal income tax purposes, if you held Rockwood common stock as a capital asset you will generally recognize capital gain or loss as a result of the merger measured by the difference, if any, between (1) the sum of (a) the amount of cash you receive in the merger including amounts, if any, withheld from the merger consideration otherwise payable to you and paid to taxing authorities by Albemarle or other applicable withholding agents and (b) the fair market value, at the effective time of the merger, of the shares of Albemarle common stock you receive in the merger and (2) the adjusted tax basis in your shares of Rockwood common stock immediately prior to the effective time of the merger. You should read *The Merger Material U.S. Federal Income Tax Consequences of the Merger* beginning on page 81 for a more complete discussion of the material U.S. federal income tax consequences of the merger. Tax matters can be complicated, and the tax consequences of the merger to you will depend on your particular tax situation. **We urge you to consult your tax advisor to determine the tax consequences of the merger to you.**

Recommendation of the Albemarle Board of Directors (page 51)

The Albemarle board of directors unanimously (excluding one director who recused herself) (i) approved the execution, delivery and performance of the merger agreement and the Albemarle share issuance and the other transactions contemplated by the merger agreement, (ii) declared the merger agreement and the Albemarle share issuance advisable and (iii) recommends that Albemarle shareholders vote **FOR** the Albemarle share issuance and **FOR** the Albemarle adjournment proposal.

To review the background of, and Albemarle's reasons for, the merger, as well as certain risks related to the merger, see *The Merger Background to the Merger* beginning on page 41, *The Merger Albemarle's Reasons for the Merger and Recommendation of the Albemarle Board of Directors* beginning on page 51 and *Risk Factors* beginning on page 23, respectively.

Table of Contents

Recommendation of the Rockwood Board of Directors (page 54)

The Rockwood board of directors unanimously (i) approved the execution, delivery and performance of the merger agreement and the consummation of the merger and the other transactions contemplated by the merger agreement, (ii) declared the merger agreement advisable and (iii) recommends that Rockwood shareholders vote **FOR** the adoption of the merger agreement, **FOR** the Rockwood merger-related compensation proposal and **FOR** the Rockwood adjournment proposal.

To review the background of, and Rockwood's reasons for, the merger, as well as certain risks related to the merger, see *The Merger Background to the Merger* beginning on page 41, *The Merger Rockwood's Reasons for the Merger and Recommendation of the Rockwood Board of Directors* beginning on page 54 and *Risk Factors* beginning on page 23, respectively.

Opinion of Albemarle's Financial Advisor (page 57)

In connection with the merger, Albemarle's financial advisor, Merrill Lynch, Pierce, Fenner & Smith Incorporated (which we refer to in this joint proxy statement/prospectus as BofA Merrill Lynch), delivered to the Albemarle board of directors an oral opinion confirmed by a written opinion dated July 14, 2014, to the effect that, as of that date and based upon and subject to various assumptions and limitations described in the opinion, the merger consideration to be paid by Albemarle to the holders of shares of Rockwood common stock (other than Rockwood excluded shares) in the transaction was fair, from a financial point of view, to Albemarle. The full text of BofA Merrill Lynch's written opinion, dated July 14, 2014, is attached as Annex B to this joint proxy statement/prospectus and is incorporated by reference herein in its entirety, and sets forth, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken by BofA Merrill Lynch in rendering its opinion.

BofA Merrill Lynch delivered its opinion to the Albemarle board of directors for the benefit and use of the Albemarle board of directors (in its capacity as such) in connection with and for purposes of its evaluation of the transaction. BofA Merrill Lynch's opinion did not address any aspect of the transaction other than the merger consideration. BofA Merrill Lynch expressed no opinion or view as to the relative merits of the transaction in comparison to other strategies or transactions that might be available to Albemarle or in which Albemarle might engage or as to the underlying business decision of Albemarle to proceed with or effect the transaction. BofA Merrill Lynch also expressed no opinion as to what the value of the Albemarle common stock actually will be when issued or the prices at which Albemarle common stock or Rockwood common stock will trade at any time, including following announcement or consummation of the transaction. In addition, BofA Merrill Lynch expressed no opinion or recommendation as to how any shareholder should vote or act in connection with the transaction or any related matter.

For a more complete description, please see the section of this joint proxy statement/prospectus entitled *The Merger Opinion of Albemarle's Financial Advisor* beginning on page 57. Please also see Annex B to this joint proxy statement/prospectus.

Opinions of Rockwood's Financial Advisors (page 63)

Each of Lazard Frères & Co. LLC (which we refer to in this joint proxy statement/prospectus as Lazard) and Citigroup Global Markets Inc. (which we refer to in this joint proxy statement/prospectus as Citi), rendered its opinion to the Rockwood board of directors that, as of July 14, 2014 and based upon and subject to the assumptions, matters considered, procedures, factors, qualifications and limitations set forth in their respective written opinions, the merger consideration to be received by holders of Rockwood common stock (other than holders of Rockwood excluded

shares) was fair, from a financial point of view, to such holders.

The full text of the written opinions of Lazard and Citi, both dated July 14, 2014, which set forth the assumptions made, matters and factors considered, procedures followed and qualifications and limitations on the review undertaken in connection with each opinion, are included in this joint proxy statement/prospectus as Annex C and Annex D, respectively. Lazard and Citi provided their respective opinions for the benefit and information of the Rockwood board of directors for purposes of its evaluation of the transactions contemplated by the merger agreement. Neither Lazard's opinion nor Citi's opinion constitutes a recommendation to any holder of Rockwood common stock as to how any such shareholder should vote or act with respect to the merger or any matter relating thereto. In addition, neither Lazard nor Citi was requested to opine as to, and neither opinion in any manner addresses, Rockwood's underlying business decision to proceed with or effect the merger.

Table of Contents

Interests of Rockwood Directors and Executive Officers in the Merger (page 73)

In considering the recommendation of the Rockwood board of directors that Rockwood shareholders vote to adopt the merger agreement, shareholders should be aware that certain of Rockwood's directors and executive officers have interests in the merger that differ from, or are in addition to, the interests of Rockwood shareholders generally. The members of the Rockwood board of directors were aware of these interests at the time they approved the merger. These interests are summarized below.

Employee Benefits Matters

Indemnification

Rockwood's executive officers and directors will have the right to indemnification and advancement of expenses for events occurring prior to the time of the transaction and continued coverage under directors' and officers' liability insurance policies by the surviving corporation following the merger.

Annual Bonus Plans

Rockwood's 2014 annual bonus plan, established prior to the execution of the merger agreement, will be continued. Under the terms of the merger agreement, if the merger is completed prior to December 31, 2014, bonus amounts will be calculated based on target level of performance in respect of fiscal year 2014 and the surviving corporation will pay the 2014 bonuses in the ordinary course before March 15, 2015. If the merger is completed after December 31, 2014, bonus amounts will be calculated based on actual results and performance achieved in respect of fiscal year 2014 and the surviving corporation will pay the 2014 bonuses in the ordinary course before March 15, 2015.

With respect to 2015 annual bonuses, if the merger is completed during fiscal year 2015, Rockwood will set the fiscal year targets and budget in consultation with Albemarle and the surviving corporation will pay bonuses thereunder in the ordinary course in 2016, subject to the employee's continued employment through the payment date. Pursuant to the merger agreement, the aggregate target bonus amounts in respect of Rockwood's 2015 annual bonus plan may not exceed 110% of the aggregate Rockwood 2014 target bonus amounts.

Employment Agreements

Rockwood maintains employment agreements with its named executive officers. If the applicable named executive officer's employment with Rockwood terminates under certain circumstances, including in connection with a change in control, the executive will be entitled to severance benefits as set forth in the executive's employment agreement.

Severance and Retention Arrangements

Certain of Rockwood's executive officers and other employees have severance agreements that provide for the payment of retention and/or increased severance amounts in connection with the transactions contemplated by the merger agreement.

Treatment of Equity-Based Awards

Rockwood equity awards held by executive officers and directors of Rockwood that are outstanding immediately prior to the effective time of the merger will be subject to the following treatment upon the effective time of the merger:

Options

Outstanding and unexercised Rockwood stock options will be converted into options to acquire a number of shares of Albemarle common stock determined by multiplying the number of shares underlying each Rockwood stock option by the sum of (x) 0.4803 plus (y) the quotient obtained by dividing the cash portion of the merger consideration (\$50.65) by the volume weighted average price of a share of Albemarle common stock over the five trading days prior to the merger, subject to the same terms and conditions of the Rockwood options as in effect prior to the merger. All outstanding stock options have fully vested and are exercisable under the terms of their respective stock option plans and award agreements.

Performance-Based Restricted Stock Units

Albemarle will honor the original vesting terms under all outstanding awards of performance-based restricted stock units, if the applicable participant remains employed through the original vesting dates, and the double trigger vesting of the awards, if the applicable participant incurs a qualifying termination of employment following the merger. In accordance

Table of Contents

with the terms of the awards, at the effective time of the merger, each award of performance-based restricted stock units will be converted into the right to receive a cash payment calculated under the applicable award agreement, which payment will vest and become payable on the payment date set out in the applicable award agreement or, if earlier, upon a qualifying termination of employment.

Continuing Directors

The Albemarle board of directors has approved an amendment of Albemarle's bylaws, to be effective as of the effective time of the merger, to increase the number of directors that constitute the Albemarle board of directors from ten to eleven. Prior to the effective time of the merger, Albemarle will secure the resignation of two members of the Albemarle board of directors effective as of the effective time of the merger. Albemarle will appoint to the Albemarle board of directors, effective as of the effective time of the merger, three individuals designated by the Rockwood board of directors. If a designee was not a member of the Rockwood board of directors as of the date of the merger agreement, such designee must be reasonably acceptable to the Nominating & Governance Committee of the Albemarle board of directors.

The Rockwood designees will serve on the Albemarle board of directors until the next annual meeting of Albemarle shareholders and will be nominated for election at such next annual meeting to serve until the next subsequent annual meeting of Albemarle shareholders and until their respective successors are duly elected and qualified.

Comparison of Shareholders' Rights (page 134)

Rockwood shareholders, whose rights are currently governed by Rockwood's amended and restated certificate of incorporation and fourth amended and restated bylaws and Delaware law, will, upon the completion of the merger, become shareholders of Albemarle and their rights will be governed by Albemarle's amended and restated articles of incorporation and amended and restated bylaws and Virginia law. Some of the rights associated with Rockwood common stock are different from the rights associated with Albemarle common stock.

The Albemarle Special Meeting

The Albemarle special meeting will be held on Friday, November 14, 2014, at 8:00 a.m., local time, at Albemarle's offices located at 451 Florida Street, Baton Rouge, Louisiana 70801. At the Albemarle special meeting, Albemarle shareholders will be asked to consider and vote upon the following proposals:

approval of the Albemarle share issuance; and

approval of the Albemarle adjournment proposal.

Only business that is stated in the Notice of Special Meeting of Shareholders may be conducted at the Albemarle special meeting. Any action may be taken on the items of business described above at the Albemarle special meeting on the date specified above, or on any date or dates to which, by original or later adjournment, the special meeting may be adjourned.

Record Date; Shares Entitled to Vote; Quorum (page 33)

The Albemarle board of directors has fixed the close of business on Tuesday, September 30, 2014, as the record date for the Albemarle special meeting.

Each share of Albemarle common stock is entitled to one vote.

A majority of the shares of Albemarle common stock entitled to vote, represented in person or by proxy, will constitute a quorum for the transaction of business at the Albemarle special meeting. As of the Albemarle record date, [] shares of Albemarle common stock were outstanding and entitled to vote at the Albemarle special meeting.

Vote Required (page 33)

Approval of the Albemarle share issuance requires approval by a majority of the votes cast on the Albemarle share issuance at the Albemarle special meeting. Under NYSE rules, abstentions will have the same effect as votes

AGAINST the Albemarle share issuance. Shares not present at the Albemarle special meeting will have no effect on the outcome of the vote on the Albemarle share issuance (assuming a quorum is present).

Table of Contents

Approval of the Albemarle adjournment proposal requires that the votes cast favoring the Albemarle adjournment proposal exceed the votes cast opposing the Albemarle adjournment proposal at the Albemarle special meeting. Abstentions and shares not present at the Albemarle special meeting will have no effect on the outcome of the vote on the Albemarle adjournment proposal (whether or not a quorum is present).

Shares Owned by Albemarle Directors and Executive Officers (page 33)

As of the Albemarle record date, directors and executive officers of Albemarle beneficially owned and were entitled to vote [] shares of Albemarle common stock, which represented []% of the outstanding shares of Albemarle common stock entitled to vote at the Albemarle special meeting on such date. Each of the directors and executive officers of Albemarle has advised Albemarle that, as of the date hereof, he or she currently expects to vote his or her shares, or cause his or her shares to be voted, **FOR** the Albemarle share issuance and **FOR** the Albemarle adjournment proposal.

The Rockwood Special Meeting

The Rockwood special meeting will be held on Friday, November 14, 2014, at 9:00 a.m., local time, at Rockwood's offices located at 100 Overlook Center, Princeton, New Jersey 08540. At the Rockwood special meeting, Rockwood shareholders will be asked to consider and vote upon the following proposals:

adoption of the merger agreement;

approval, on an advisory, non-binding basis, of the Rockwood merger-related compensation proposal; and

approval of the Rockwood adjournment proposal.

Rockwood is not aware of any other business to be acted upon at the Rockwood special meeting. If, however, other matters are properly brought before the Rockwood special meeting, the persons named in the proxy card will have the discretion to vote or act on those matters according to their best judgment and they intend to vote the shares as the Rockwood board of directors may recommend.

Record Date; Shares Entitled to Vote; Quorum (page 37)

The Rockwood board of directors has fixed the close of business on Tuesday, September 30, 2014, as the record date for the Rockwood special meeting.

Each share of Rockwood common stock is entitled to one vote.

Shareholders who hold shares representing a majority of the outstanding shares of Rockwood common stock on the record date must be present in person or represented by proxy to constitute a quorum for voting on the proposal to adopt the merger agreement. Shareholders who hold shares representing a majority of the outstanding shares of Rockwood common stock entitled to vote on each other matter at the Rockwood special meeting must be present in person or represented by proxy to constitute a quorum for voting on the Rockwood merger-related compensation proposal and the Rockwood adjournment proposal at the Rockwood special meeting. As of the Rockwood record date, [] shares of Rockwood common stock were outstanding.

Vote Required (page 38)

Adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Rockwood common stock entitled to vote thereon. Abstentions and shares not present at the Rockwood special meeting will have the same effect as votes **AGAINST** the adoption of the merger agreement.

Approval of the Rockwood merger-related compensation proposal requires the affirmative vote of holders of a majority of the shares of Rockwood common stock that are entitled to vote on the proposal and are present, in person or by proxy, at the Rockwood special meeting. Abstentions will have the same effect as votes **AGAINST** the Rockwood merger-related compensation proposal. Shares not present at the Rockwood special meeting will have no effect on the outcome of the vote on the Rockwood merger-related compensation proposal (assuming a quorum is present).

Approval of the Rockwood adjournment proposal requires the affirmative vote of holders of a majority of the shares of Rockwood common stock that are entitled to vote on the proposal and are present, in person or by proxy, at the Rockwood special meeting. Abstentions will have the same effect as votes **AGAINST** the Rockwood adjournment proposal. Shares not present at the Rockwood special meeting will have no effect on the outcome of the vote on the Rockwood adjournment proposal (whether or not a quorum is present).

Table of Contents

Shares Owned by Rockwood Directors and Executive Officers (page 38)

On the Rockwood record date, directors and executive officers of Rockwood beneficially owned and were entitled to vote [] shares of Rockwood common stock, which represented []% of the outstanding shares of Rockwood common stock entitled to vote at the Rockwood special meeting on such date. Each of the directors and executive officers of Rockwood has advised Rockwood that, as of the date hereof, he or she currently expects to vote his or her shares, or cause his or her shares to be voted, **FOR** the adoption of the merger agreement, **FOR** the Rockwood merger-related compensation proposal and **FOR** the Rockwood adjournment proposal.

The Merger Agreement

The following is a summary of material provisions of the merger agreement. The following summary of the merger agreement does not purport to be complete and may not contain all of the information about the merger agreement that is important to you. The summary of the material terms of the merger agreement below and elsewhere in this joint proxy statement/prospectus is subject to, and qualified in its entirety by, reference to the full text of the merger agreement, which is attached as Annex A to this joint proxy statement/prospectus and is incorporated herein by reference. You should read the entire merger agreement carefully and in its entirety because it, and not the description below or elsewhere in this joint proxy statement/prospectus, is the legal document that governs the merger.

Conditions to the Completion of the Merger (page 97)

Albemarle, Rockwood and Merger Sub are obligated to complete the merger subject to the satisfaction, or, to the extent permitted by applicable law, waiver, of several conditions, including the following:

the adoption of the merger agreement by the holders of a majority of the outstanding shares of Rockwood common stock at the Rockwood special meeting;

the approval of the Albemarle share issuance by a majority of votes cast by the holders of Albemarle common stock at the Albemarle special meeting;

the shares of Albemarle common stock to be issued to Rockwood shareholders pursuant to the merger agreement and any such other shares of Albemarle common stock to be reserved for issuance in connection with the merger have been approved for listing on NYSE, subject to official notice of issuance;

the absence of any law, constitution, treaty, convention, ordinance, code, rule, statute, regulation or other similar requirement, or any temporary, preliminary or permanent order, writ, injunction, decree, judgment, award, settlement or stipulation promulgated, enacted, rendered, adopted or issued by any governmental entity of competent jurisdiction that prohibits or makes illegal the completion of the merger;

the effectiveness of the registration statement for the shares of Albemarle common stock being issued in the merger, the absence of any stop order suspending such effectiveness and no proceeding seeking a stop order being pending before the SEC; and

the expiration or termination of the waiting period (and any extensions thereof) under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (which we refer to in this joint proxy statement/prospectus as the HSR Act) applicable to the merger in the United States and the grant of the decisions, orders, consents or expiration of any waiting periods required to consummate the merger under the competition laws of certain other jurisdictions agreed by the parties.

Albemarle and Merger Sub's obligation to consummate the merger is further subject to satisfaction or waiver (by Albemarle or Merger Sub) of the following additional conditions:

Rockwood's representations and warranties being true and correct as of the date of the merger agreement and the closing date, subject to certain materiality or material adverse effect qualifications described in the merger agreement, and the receipt by Albemarle of a certificate from a senior executive officer of Rockwood to that effect; and

Rockwood having performed or complied in all material respects with all obligations required to be performed or complied with by it under the merger agreement prior to the completion of the merger, and the receipt by Albemarle of a certificate from a senior executive officer of Rockwood to that effect.

Table of Contents

Rockwood's obligation to consummate the merger is further subject to satisfaction or waiver (by Rockwood) of the following additional conditions:

the representations and warranties of Albemarle and Merger Sub being true and correct as of the date of the merger agreement and as of the closing date, subject to certain materiality and material adverse effect qualifications described in the merger agreement, and the receipt by Rockwood of a certificate from a senior executive officer of Albemarle to that effect; and

Albemarle and Merger Sub having performed or complied in all material respects with all obligations required to be performed or complied with by each of them under the merger agreement prior to the completion of the merger, and the receipt by Rockwood of a certificate from a senior executive officer of Albemarle to that effect.

Termination of the Merger Agreement; Termination Fees (pages 101 and 102)

The merger agreement contains provisions addressing the circumstances under which Albemarle or Rockwood may terminate the merger agreement. In certain circumstances, upon termination of the merger agreement, Albemarle or Rockwood will be required to pay a termination fee of \$300 million or \$180 million, respectively, to the other party and/or either party may be required to reimburse the other party for its transaction-related expenses, subject to a \$25 million limit. The amount of any expenses paid by either Albemarle or Rockwood to the other party will be credited against any termination fee to be paid by such party if the termination fee subsequently becomes payable.

Regulatory Matters (page 86)

Albemarle and Rockwood have agreed to use their reasonable best efforts to take, or cause to be taken, all actions that are necessary, proper or advisable to consummate the merger and the other transactions contemplated by the merger agreement as promptly as practicable, including using reasonable best efforts to obtain (and cooperating with the other party to obtain) all regulatory approvals required to complete the transactions contemplated by the merger agreement. However, neither Albemarle nor Rockwood is required to take any action that would reasonably be expected to have a material adverse effect on the business of Albemarle or Rockwood as the surviving corporation in the merger.

Under the HSR Act, and the rules promulgated thereunder by the Federal Trade Commission (which we refer to in this joint proxy statement/prospectus as the FTC), the merger may not be completed until notification and report forms have been filed with the FTC and the Antitrust Division of the Department of Justice (which we refer to in this joint proxy statement/prospectus as the DOJ) and the applicable waiting period has expired or been terminated. Albemarle and Rockwood filed notification and report forms under the HSR Act with the FTC and the Antitrust Division of the DOJ on August 8, 2014, and the waiting period expired on September 8, 2014.

Additionally, the parties agreed to make, or cause to be made, antitrust filings in the European Union, People's Republic of China and certain other foreign jurisdictions. The parties have started the notification process with most of the relevant competition authorities. As is customary with regulatory notifications filed with the European Commission and the Ministry of Commerce of the People's Republic of China (which we refer to in this joint proxy statement/prospectus as MOFCOM), the European Commission and MOFCOM are reviewing the parties' notifications to determine whether they will formally accept the notifications. The European Commission has already sought, and MOFCOM will likely seek, clarifications or supplemental information from the parties before formally accepting the notifications, which is also customary. After the European Commission and MOFCOM formally accept the filings,

both authorities will begin the formal review phase of the mergers. The parties do not anticipate any substantive antitrust problem to arise during the review. The parties currently estimate that they will receive European Commission clearance for the merger in the fourth quarter of 2014 and MOFCOM clearance during the first quarter of 2015.

No Solicitation of Transactions (page 99)

The merger agreement contains restrictions on each of Rockwood's and Albemarle's ability to solicit or engage in discussions or negotiations with a third party regarding specified transactions involving each company or their respective subsidiaries. Notwithstanding these restrictions, under certain circumstances and subject to certain conditions, each of Rockwood's and Albemarle's board of directors may respond to an unsolicited written acquisition proposal or, in the case of Rockwood, may terminate the merger agreement if at any time prior to the adoption of the merger agreement by the shareholders of Rockwood, the Rockwood board of directors determines to enter into a binding agreement that provides for a superior proposal for Rockwood.

Table of Contents**Accounting Treatment of the Merger (page 114)**

The merger will be accounted for using the acquisition method of accounting with Albemarle being considered the acquirer of Rockwood for accounting purposes.

Selected Historical Consolidated Financial Data of Albemarle

The selected historical consolidated financial data of Albemarle presented for the years ended December 31, 2013, 2012 and 2011 and as of December 31, 2013 and 2012 has been derived from Albemarle's audited consolidated financial statements incorporated by reference into this joint proxy statement/prospectus. The selected historical consolidated financial data of Albemarle presented for each of the years ended December 31, 2010 and 2009 and as of December 31, 2011, 2010 and 2009 has been derived from Albemarle's audited consolidated financial statements not incorporated by reference into this joint proxy statement/prospectus.

The selected historical consolidated financial data of Albemarle presented for the six months ended June 30, 2014 and 2013 and as of June 30, 2014 has been derived from Albemarle's unaudited consolidated financial statements incorporated by reference into this joint proxy statement/prospectus and has been prepared on the same basis as Albemarle's audited financial statements and, in Albemarle management's opinion, includes all normal and recurring adjustments that Albemarle considers necessary for a fair presentation of Albemarle's financial position and results of operations for such periods and as of such date.

Albemarle's historical results are not necessarily indicative of future results of operations of Albemarle or the combined company following completion of the merger, and you should read the following information together with Albemarle's consolidated financial statements and the related notes incorporated by reference into this joint proxy statement/prospectus, as well as other information that has been filed by Albemarle with the SEC. See *Where You Can Find More Information* beginning on page 148 for information on where you can obtain copies of this information.

Thousands, except per share amounts)	Year ended December 31,					Six months ended	
	2013	2012	2011	2010	2009	June 30,	2013
Results of Operations							
Sales	\$ 2,394,270	\$ 2,519,154	\$ 2,651,667	\$ 2,170,500	\$ 1,843,878	\$ 1,204,564	\$ 1,163,878
Costs and expenses	1,817,595	2,119,371	2,131,919	1,779,266	1,700,344	1,016,401	942,878
Operating profit	576,675	399,783	519,748	391,234	143,534	188,163	220,999
Interest and financing expenses	(31,559)	(32,800)	(37,574)	(25,533)	(24,584)	(17,506)	(12,500)
Income (expenses) income, net	(6,674)	1,229	357	2,788	(1,423)	164	(5,001)
Income from continuing operations before income taxes and equity in net income of consolidated investments	538,442	368,212	482,531	368,489	117,527	170,821	202,498
Income tax expense (benefit)	134,445	80,433	104,471	84,183	(21,364)	34,963	45,000
Income from continuing operations before income taxes and equity in net income of unconsolidated investments	403,997	287,779	378,060	284,306	138,891	135,858	156,498

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Change in net income of unconsolidated subsidiaries (net of tax)	31,729	38,067	43,754	37,975	22,322	19,550	19,550
Income from continuing operations	435,726	325,846	421,814	322,281	161,213	155,408	176,408
Income (loss) from discontinued operations (net of tax)	4,108	4,281	(1,617)	7,136	8,812	(61,794)	4,108
Income	439,834	330,127	420,197	329,417	170,025	93,614	180,516
Income attributable to noncontrolling interests	(26,663)	(18,591)	(28,083)	(13,639)	(11,255)	(14,584)	(13,639)
Income attributable to Albemarle Corporation	\$ 413,171	\$ 311,536	\$ 392,114	\$ 315,778	\$ 158,770	\$ 79,030	\$ 166,875
Financial Position and Other Data							
Assets	\$ 3,584,797	\$ 3,437,291	\$ 3,203,824	\$ 3,068,081	\$ 2,771,557	\$ 3,454,532	\$ 3,335,000
Liabilities:							
Working capital	\$ 1,046,552	\$ 1,022,304	\$ 954,442	\$ 984,021	\$ 678,823	\$ 709,969	\$ 906,000
Debt to capitalization ratio	3.40						