

Nalco Holding CO  
Form 8-K  
August 15, 2007

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest event reported):

August 14, 2007

**NALCO HOLDING COMPANY**

(Exact name of registrant as specified in its charter)

Delaware

001-32342

16-1701300

(State of Incorporation)

(Commission File Number)

(IRS Employer Identification Number)

1601 W. Diehl Rd., Naperville, IL 60563

630-305-1000

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01

Regulation FD Disclosure

In a meeting with investors on August 15, 2007, Nalco Company, a subsidiary of the registrant, intends to provide additional clarity around its first half 2007 results, providing an Adjusted EBITDA bridge between its first half 2006 results and first half 2007 results. Adjusted EBITDA is a non-GAAP measure used to determine compliance with the Company's debt covenants. A copy of the presentation slide is attached as an exhibit to this filing.

Item 9.01

Financial Statements and Exhibits

(d)

Exhibits

The following exhibit is furnished pursuant to Item 9.01 of Form 8-K:

99.1

Nalco Company presentation of components of Adjusted EBITDA.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned.

NALCO HOLDING COMPANY

/s/ Stephen N. Landsman  
Secretary

Date: August 15, 2007

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