

Rockwood Holdings, Inc.  
Form 425  
September 17, 2014

**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 Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 16, 2014**

**ALBEMARLE CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

**Virginia**  
**(State or Other Jurisdiction**

**001-12658**  
**(Commission**

**54-1692118**  
**(I.R.S. Employer**

**of Incorporation)**

**File Number)**

**Identification Number)**

**451 Florida Street, Baton Rouge, Louisiana 70801**

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**(Address of Principal Executive Offices, including Zip Code)**

**Registrant's Telephone Number, including Area Code: (225) 388-8011**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On September 16, 2014, Albemarle Corporation (the Company) issued a press release announcing that it has scheduled a meeting date for a special meeting of its shareholders to consider and vote on the issuance of Albemarle shares of common stock in connection with the Company's proposed acquisition of Rockwood Holdings, Inc. The special meeting will be held on Friday, November 14, 2014 at 8 a.m. Central Standard Time at the Company's headquarters located at 451 Florida Boulevard, Baton Rouge, Louisiana 70801.

A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

d) Exhibits.

99.1 Albemarle Corporation press release dated September 16, 2014.

**SIGNATURE**

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

**ALBEMARLE CORPORATION**

Date: September 16, 2014

By: /s/ Karen G. Narwold  
Karen G. Narwold  
Senior Vice President, General Counsel, Corporate  
& Government Affairs, and Corporate Secretary

**EXHIBIT INDEX**

Exhibit Number	Exhibit
99.1	Press release dated September 16, 2014.