

Ghasemi Seifi
 Form 4
 September 09, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Ghasemi Seifi

2. Issuer Name and Ticker or Trading Symbol
 Rockwood Holdings, Inc. [ROC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ROCKWOOD HOLDINGS, INC., 100 OVERLOOK CENTER

3. Date of Earliest Transaction (Month/Day/Year)
 09/08/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PRINCETON, NJ 08540

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount			
Common Stock, par value \$0.01 per share	09/08/2011		M		300,000	A	\$ 14.61 762,123	D
Common Stock, par value \$0.01 per share	09/08/2011		F		186,213	D	\$ 47.89 575,910	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (right to buy)	\$ 14.61	09/08/2011		M	300,000	(2) 11/01/2011	Common Stock, par value \$0.01 per share 300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ghasemi Seifi C/O ROCKWOOD HOLDINGS, INC. 100 OVERLOOK CENTER PRINCETON, NJ 08540	X		Chairman and CEO	

Signatures

/s/ Seifi
Ghasemi 09/09/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares delivered to the Issuer to satisfy reporting person's exercise price and tax withholding obligations.
These time-based stock options were granted on November 1, 2001 and vested and became exercisable by the holder on grant date anniversaries as follows: 10% in year one, 10% in year two, 25% in year three, 25% in year four and 30% in year five. These time-based stock options expire on November 1, 2011.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ----- EACH (7) SOLE DISPOSITIVE POWER 0 REPORTING ----- PERSON WITH (8) SHARED

DISPOSITIVE POWER 1,784,993 ----- (9)
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,784,993
 ----- (10) CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** []
 ----- (11) PERCENT OF CLASS REPRESENTED BY
 AMOUNT IN ROW (9) 9.76% ----- (12) TYPE OF
 REPORTING PERSON ** IN ----- ** SEE
 INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 05106U105 13G/A Page 10 of 17 Pages
 ----- (1) NAMES OF REPORTING PERSONS I.R.S.
 IDENTIFICATION NO. OF ABOVE PERSONS Morgan B. Stark
 ----- (2) CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP ** (a) [X] (b) [] ----- (3) SEC
 USE ONLY ----- (4) CITIZENSHIP OR PLACE OF
 ORGANIZATION United States ----- NUMBER OF (5)
 SOLE VOTING POWER 0 SHARES ----- BENEFICIALLY (6)
 SHARED VOTING POWER 1,784,993 OWNED BY ----- EACH
 (7) SOLE DISPOSITIVE POWER 0 REPORTING ----- PERSON
 WITH (8) SHARED DISPOSITIVE POWER 1,784,993
 ----- (9) AGGREGATE AMOUNT BENEFICIALLY
 OWNED BY EACH REPORTING PERSON 1,784,993
 ----- (10) CHECK BOX IF THE AGGREGATE
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 REPORTING PERSON ** IN ----- ** SEE
 INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 05106U105 13G/A Page 11 of 17 Pages
 ----- (1) NAMES OF REPORTING PERSONS I.R.S.
 IDENTIFICATION NO. OF ABOVE PERSONS Thomas W. Strauss
 ----- (2) CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP ** (a) [X] (b) [] ----- (3) SEC
 USE ONLY ----- (4) CITIZENSHIP OR PLACE OF
 ORGANIZATION United States ----- NUMBER OF (5)
 SOLE VOTING POWER 0 SHARES ----- BENEFICIALLY (6)
 SHARED VOTING POWER 1,784,993 OWNED BY ----- EACH
 (7) SOLE DISPOSITIVE POWER 0 REPORTING ----- PERSON
 WITH (8) SHARED DISPOSITIVE POWER 1,784,993
 ----- (9) AGGREGATE AMOUNT BENEFICIALLY
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 AMOUNT IN ROW (9) 9.76% ----- (12) TYPE OF
 REPORTING PERSON ** IN ----- ** SEE
 INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 05106U105 13G/A Page 12 of 17 Pages
 ----- (1) NAMES OF REPORTING PERSONS I.R.S.
 IDENTIFICATION NO. OF ABOVE PERSONS Jeffrey M. Solomon
 ----- (2) CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP ** (a) [X] (b) [] ----- (3) SEC
 USE ONLY ----- (4) CITIZENSHIP OR PLACE OF
 ORGANIZATION United States ----- NUMBER OF (5)
 SOLE VOTING POWER 0 SHARES ----- BENEFICIALLY (6)

SHARED VOTING POWER 1,784,993 OWNED BY ----- EACH
 (7) SOLE DISPOSITIVE POWER 0 REPORTING ----- PERSON
 WITH (8) SHARED DISPOSITIVE POWER 1,784,993

----- (9) AGGREGATE AMOUNT BENEFICIALLY
 OWNED BY EACH REPORTING PERSON 1,784,993

----- (10) CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** []

----- (11) PERCENT OF CLASS REPRESENTED BY
 AMOUNT IN ROW (9) 9.76% ----- (12) TYPE OF
 REPORTING PERSON ** IN ----- ** SEE

INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 05106U105 13G/A Page 13 of 17 Pages This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on July 8, 2005 (as amended, the "Schedule 13G") with respect to shares of common stock no par value per share of August Technology Corporation, a Minnesota Corporation (the "Company"). Capitalized terms used herein and no otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Item 4 in its entirety as set forth below. Item 4. Ownership Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. (a) Amount beneficially owned: As of the date hereof, (i) RCG Ambrose Master Fund, Ltd., a Cayman Islands company ("Ambrose") owns 222,224 shares of Common Stock, (ii) RCG Halifax Fund, Ltd., a Cayman Islands company ("Halifax") owns 229,568 shares of Common Stock, (iii) Ramius Master Fund, Ltd., a Cayman Islands Company ("Ramius Master Fund") owns 995,017 shares of Common Stock, and (iv) Ramius Securities, L.L.C., a Delaware limited liability company ("Ramius Securities") owns 338,184 shares of Common Stock. In addition, (i) Ramius Advisors, LLC, a Delaware limited liability company ("Ramius Advisors") may be deemed to beneficially own the 995,017 shares owned by Ramius Master Fund and (ii) each of Ramius Capital Group, LLC, a Delaware limited liability company ("Ramius Capital"), C4S & Co., L.L.C., a Delaware limited liability company ("C4S"), Peter A. Cohen ("Mr. Cohen"), Morgan B. Stark ("Mr. Stark"), Thomas W. Strauss ("Mr. Strauss") and Jeffrey M. Solomon ("Mr. Solomon") may be deemed to beneficially own all shares of Common Stock held by Ambrose, Halifax, Ramius Master Fund and Ramius Securities, an aggregate number of 1,784,993 shares of Common Stock. Note: Ramius Capital is the investment advisor of Ambrose and Halifax and has the power to direct some of the affairs of Ambrose and Halifax, including decisions respecting the disposition of the proceeds from the sale of shares of the Common Stock. Ramius Advisors is the investment advisor of Ramius Master Fund and has the power to direct some of the affairs of Ramius Master Fund, including decisions respecting the disposition of the proceeds from the sale of shares of the Common Stock. Ramius Capital is the managing member of Ramius Advisors. Ramius Securities is a broker dealer affiliated with Ramius Capital. Ramius Capital is the Managing Member of Ramius Securities. C4S is the managing member of Ramius Capital and in that capacity directs its operations. Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon are the managing members of C4S and in that capacity direct its operations. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. In addition, each of Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon disclaims beneficial ownership of the shares of Common Stock owned by Ambrose, Halifax, Ramius Master Fund and Ramius Securities and the filing of this statement shall not be construed as an admission that any such person is the beneficial owner of any such securities. (b) Percent of class: Based on the Form 10Q filed by the Company on November 9, 2005, there were 18,294,438 shares of Common Stock outstanding as of October 31, 2005. Therefore, (i) Ambrose may be deemed to beneficially own 1.21% of the outstanding shares of Common Stock, (ii) Halifax may be deemed to beneficially own 1.25% of the outstanding shares of Common Stock, (iii) each of Ramius Master CUSIP No. 05106U105 13G/A Page 14 of 17 Pages Fund and Ramius Advisors may be deemed to beneficially own 5.44% of the outstanding shares of Common Stock, (iv) Ramius Securities may be deemed to beneficially own 1.85% of the outstanding shares of Common Stock, and (v) each of Ramius Capital, C4S, Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon may be deemed to beneficially own 9.76% of the outstanding shares of Common Stock. (c) Number of shares as to which such person has: (i) Sole power to vote or to direct the vote: See Item 4(a) (ii) Shared power to vote or to direct the vote See Item 4(a) (iii) Sole power to dispose or to direct the disposition of See Item 4(a) (iv) Shared power to dispose or to direct the disposition of See Item 4(a) Exhibits: Exhibit I: Power of attorney for Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss and Jeffrey

M. Solomon dated March 11, 2005. CUSIP No. 05106U105 13G/A Page 15 of 17 Pages SIGNATURES After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct. Dated: February 14, 2006 RAMIUS CAPITAL GROUP, LLC By: C4S & Co., L.L.C., as Managing Member RCG AMBROSE MASTER FUND, LTD. By: Ramius Capital Group, LLC, its Investment Advisor By: C4S & Co., L.L.C., its Managing Member RCG HALIFAX FUND, LTD. By: Ramius Capital Group, LLC, its Investment Advisor By: C4S & Co., L.L.C., as Managing Member RAMIUS MASTER FUND, LTD. By: Ramius Advisors, LLC, its Investment Advisor By: Ramius Capital Group, LLC, its Managing Member By: C4S & Co., L.L.C., as Managing Member RAMIUS SECURITIES, L.L.C. By: Ramius Capital Group, LLC, its Managing Member By: C4S & Co., L.L.C., its Managing Member RAMIUS ADVISORS, LLC By: Ramius Capital Group, LLC, its Managing Member By: C4S & Co., L.L.C., as Managing Member CUSIP No. 05106U105 13G/A Page 16 of 17 Pages C4S & CO., L.L.C. By: /s/ Jeffrey M. Solomon ----- Authorized Person PETER A. COHEN MORGAN B. STARK THOMAS W. STRAUSS JEFFREY M. SOLOMON /s/ Jeffrey M. Solomon ----- By: Jeffrey M. Solomon Individually and as Attorney-in-Fact for each of Peter A. Cohen, Morgan B. Stark and Thomas W. Strauss CUSIP No. 05106U105 13G/A Page 17 of 17 Pages EXHIBIT I POWER OF ATTORNEY The undersigned hereby appoints Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss and Jeffrey M. Solomon, or any of them, his true and lawful attorney-in fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto and any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's beneficial ownership of, or participation in a group with respect to, securities directly or indirectly beneficially owned by Ramius Capital Group, LLC or any of its affiliates, and granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. The authority of Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss and Jeffrey M. Solomon, or any of them, under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or Schedule 13Gs unless revoked earlier in writing. Date: March 11, 2005 /s/ Peter A. Cohen ----- Peter A. Cohen /s/ Morgan B. Stark ----- Morgan B. Stark /s/ Thomas W. Strauss ----- Thomas W. Strauss /s/ Jeffrey M. Solomon ----- Jeffrey M. Solomon