

Nalco Holding CO  
Form 8-K  
July 28, 2008

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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): July 25, 2008

NALCO HOLDING COMPANY  
(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

001-32342  
(Commission File Number)

16-1701300  
(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 1.01. Entry into a Material Definitive Agreement

On July 25, 2008, Nalco Company, a subsidiary of Nalco Holding Company, executed an agreement to sell certain intellectual property, products, customer relationships and goodwill, plant assets and other assets directly relating to its Finishing Technology Group business to Rockwood Holdings Inc. [NYSE: ROC]. The agreed purchase price for the business and assets is \$75 million. A copy of the press release announcing the agreement is being furnished to the SEC as an exhibit to this form.

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) Press release of Nalco Holding Company dated July 25, 2008, describing the sale of its Finishing Technologies business to Rockwood Holdings.

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: July 28, 2008

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