

TERRA INDUSTRIES INC  
Form 425  
March 30, 2009

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

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **March 29, 2009**

**CF Industries Holdings, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32597**  
(Commission  
File Number)

**20-2697511**  
(I.R.S. Employer  
Identification No.)

**4 Parkway North, Suite 400**  
**Deerfield, IL**  
(Address of principal  
executive offices)

**60015**  
(Zip Code)

Registrant's telephone number, including area code: **(847) 405-2400**

(Former name or former address if changed since last report)

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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 (see General Instruction A.2. below):

- 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))
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**Item 8.01 Other Events.**

On March 29, 2009, CF Industries Holdings, Inc. ( CF ) issued a press release announcing that its board of directors has recommended that CF's stockholders reject Agrium Inc.'s revised offer to acquire all outstanding shares of CF. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|-------------------------------|
|--------------------|-------------------------------|

|      |                |
|------|----------------|
| 99.1 | Press Release. |
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**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 hereunto duly authorized.

**Date:** March 30, 2009

**CF INDUSTRIES HOLDINGS, INC.**

|            |                        |   |
|------------|------------------------|---|
| <b>By:</b> | /s/ Douglas C. Barnard |   |
|            | <b>Name:</b>           | Douglas C. Barnard                                |
|            | <b>Title:</b>          | Vice President, General Counsel, and<br>Secretary |

**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------|
| 99.1               | Press Release.     |