TERRA INDUSTRIES INC Form 425 February 23, 2009

UNITED STATES

WASHINGTON, D.C. 20549

SECURITIES AND EXCHANGE COMMISSION

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): February 23, 2009

CF Industries Holdings, Inc.

(Exact name of Registrant as specified in its charter)

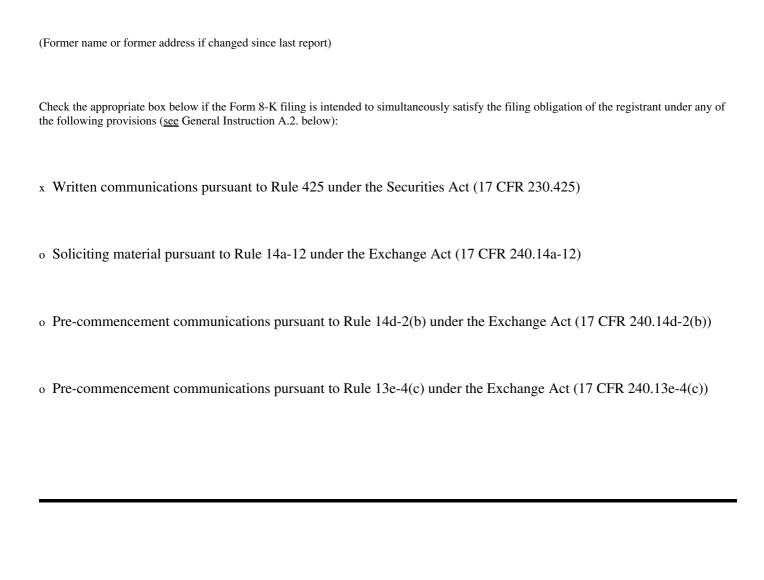
Delaware (State or other jurisdiction of incorporation)

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



Item 8.01 Other Events.

On February 23, 2009, CF Industries Holdings, Inc. (CF) announced via press release the commencement of CF s exchange offer for all of the outstanding shares of Terra Industries Inc. common stock. 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.

Exhibit No. Description of Exhibit

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: February 23, 2009 CF INDUSTRIES HOLDINGS, INC.

By: /s/ Douglas C. Barnard

Name: Douglas C. Barnard

Title: Vice President, General Counsel,

and Secretary

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release.

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